



# Kittiwake Economic Development Corporation

## By-Laws

### 1. **NAME**

The name of the Corporation shall be the "Kittiwake Economic Development Corporation", hereinafter referred to as the Corporation.

### 2. **LOCATION**

The offices of the Corporation shall be in Gander, Newfoundland and Labrador.

### 3. **MEMBERSHIP**

There shall be two classes of members:

#### A. Individual Members:

- a) Any person of legal age may become an individual member by presenting themselves and signing the prescribed membership card approved by the Corporation. Individual members may attend any general meeting of the Corporation, make recommendations, participate in discussions, and are entitled to vote.

#### B. Organizational Members:

- a) Any organization, association, municipality, business or corporation may become a member by submitting a membership card to the Corporation. Such card will be signed by an officer of the applying organization and state the membership group in which it wishes to participate.
- b) The Corporation shall keep a register of members, which, for the purpose of elections, shall identify member groups and their respective sub zone.
- c) Organizational Members shall be divided into *groups* for the express purpose of electing directors to represent that group. Members may participate in only one group.
- d) At general meetings of the Corporation only organizational members shall vote on issues coming before the assembly. Each organization shall have

one vote and shall designate an individual to cast its vote in a manner directed by the Corporation.

- e) Members can resign from the Corporation by notification in writing.
- f) Membership to the Corporation is for a term of two years.

#### **4. DIRECTORS OF THE CORPORATION**

A. The use of the word "Directors" throughout these by-laws of the Corporation shall refer to each of the Directors duly elected to represent the membership as outlined in these by-laws of the Corporation.

B. A person is eligible to become a Director if:

- a) He\she is an active member of any member organization in that group;
- b) Is nominated and receives a majority of votes cast by members in that group;
- c) Supports the goals and objectives of the Corporation;
- d) Conforms to conditions outlined in the Corporation's Act, The Board of Directors shall consist of a maximum of fourteen (14) members elected by an agreed upon formula from the eligible membership as follows:

- 7 Directors representing business, one from each of the sub zones
- 1 Director representing Gander Area Community Business Development Corporation (GACBDC)
- 2 Directors representing Existing Development Groups
- 2 Director representing Large Municipalities (Gander & Lewisporte)
- 2 Director representing Small Municipalities

C. Elections for the Board of Directors will be based on the following group definitions:

**Business:** Any business registered with Canada Revenue Agency for the express purpose of carrying out business and is currently engaged in business shall be assigned to this group. Proof of eligibility in this category is based on holding an active business registration number.

In a sub zone with an active Chamber of Commerce, the Chamber will elect someone from among its membership. In a sub zone without an active Chamber of Commerce, the business representative shall be a businessperson

or his/her designate in the sub zone and will be elected by business people in that sub zone.

**Existing Development Groups:** The representative for this seat means that your organization is located in Zone 14, actively involved in economic development and incorporated. Each Existing Development group in the region shall have one vote at the elections for these representatives.

**Large Municipalities:** These seats are appointed from the Town Councils of Gander and Lewisporte.

**Small Municipalities:** These two seats are to be filled by a member of a town council, other than Gander and Lewisporte. Each of the eligible municipalities will have one vote in the election of this representative.

One small municipalities Director will represent Sub Zones 1, 2, 3 & 4; the other small municipalities Director will represent Sub Zones 5, 6 & 7.

**Community Business Development Corporation (CBDC):** GACBDC shall elect or appoint a representative from its board of directors.

- D. Election of Directors may, at the discretion of the Board of Directors, be conducted by mail-in ballot. Ballots will be mailed 30 days in advance to all registered members in that category/sub zone to be returned to the KEDC office by the set deadline.
- E. Each director shall serve a two (2)-year term of office. The maximum number of consecutive terms is three with a maximum of 6 consecutive years. Executive members are elected for a one year term with the maximum number of consecutive terms as an Executive member (for each office held) is two. There may be an additional term of office if the past chair is an elected board member and he/she may return to the executive as past president.
- F. The position of Director will be vacated if she/he resigns or is removed from office as set forth in the Policy Manual of the Corporation.
- G. If a director has to be replaced prior to the completion of his/her term, the newly elected director will fulfill the remainder of the previous director's term of office.
- H. The Corporation in a Board Meeting may, by special resolution, and for cause, remove any Director before the expiration of his or her term of office. A vacant position, which may have occurred as a result of death, resignation or dismissal, may be filled by election of a Director from the membership group from which the Director has vacated. The person so elected shall hold office for the unexpired portion of the term of office of the person removed.
- I. A Director wishing to appeal such a dismissal may register an appeal with the Board of Directors who will be guided by a vote of that group of members responsible for electing that Director. The Board of Directors may prescribe

how such a vote is held.

- J. No business shall be transacted at any Board of Directors meeting unless a quorum of 50% plus one (1) of positions filled, or of current sitting directors is in attendance. Questions arising at any meeting of the Board shall be decided by a majority vote. A resolution, in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened.
- K. Meetings of the Board of Directors can be conducted by teleconference when deemed necessary.

## **5. OFFICERS**

- A. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. These shall be elected by the Board of Directors within a period of 3 months following the AGM. The term of office for an elected officer is one year. There will be an honorary position of 'Past President' for a term of one year.
- B. The positions of Secretary and Treasurer may be combined.
- C. The Officers shall be elected by the Board of Directors from the Board of Directors.

## **6. POWERS OF DIRECTORS**

- A. The Board of Directors may delegate any of their powers to one or more of their body for the purposes of research and recommending to the Board suggested actions. Sub-committees shall be responsible to the Board of Directors and must comply with all rules and regulations. All sub-committees appointed by the Board will endeavour to have 50% male and 50% female representation wherever possible.
- B. All acts done at any meeting of the Directors, or by a committee so authorized by the Directors, shall be deemed duly authorized even if afterwards it is discovered that there is some defect in the appointment of such a Director or person carrying out the act and shall be as valid as if every such person had been duly appointed and was qualified to be a Director.
- C. The management of the business of the Corporation shall be vested in the Directors, who, in addition to the powers and authorities expressly conferred upon them, may exercise all such power and do all acts and things on behalf of the Corporation as are not hereby required to be exercised by the Corporation in General Meetings; but no regulation made by the Corporation in General Meetings shall invalidate any prior act of the Directors which would have been valid if such regulation had

not been made.

- D. The Board of Directors shall have the authority to hire staff, consultants, or enter into any other contractual arrangements necessary to achieve the objectives of the Corporation.
- E. The Board of Directors shall have the authority to dismiss any staff person for just cause.
- F. All staff appointments, hiring of consultants and major purchases and contracts shall come into effect only after the Board of Directors employs generally accepted practices for conducting such business, including public competitions, tender calls, interviews, and qualifications analysis and evaluations.
- G. The Board of Directors shall develop and be guided by conflict of interest, hiring and remuneration guidelines as may be approved from time to time by the Board of Directors.
- H. The Board of Directors may invite Federal, Provincial or other expert persons to be resource persons to the Board. Such persons will not have a vote.

## **7. Orientation for New Directors**

- A. Orientation would be mandatory for all new directors.
- B. A 3 to 6 month time frame would be imposed on new directors to have the orientation completed.
- C. There may need to be 2 orientation sessions annually.
- D. Ensure someone is responsible for orientation.
- E. An outline of duties and responsibilities would be provided immediately to all new members.
- F. New members should also be advised of the maximum terms to be served as a director and an executive member.
- G. Wherever possible, information should be provided to candidates, via the organizations they represent, with a brief outline of the KEDC's functions and directors roles and terms of office etc.

## **8. PURPOSES OF THE CORPORATION**

- A. Develop and coordinate the implementation of a strategic economic plan (SEP) in each zone, supported by an integrated business plan.
- B. Develop a strong partnership with municipalities in each zone that incorporates the strategies and priorities of municipalities in the economic planning process.
- C. Develop partnerships in planning and implementation with Chambers of Commerce, industry associations, labour organizations, post secondary institutions, CBDCs, and other zones that advance and support the economic and entrepreneurial environment of a zone.
- D. Undertake capacity building and provide support to stakeholders to strengthen the economic environment of the zone.
- E. Coordinate and facilitate linkages with federal/provincial/municipal government departments and agencies in support of the strategic economic plan.

## **8. BOARD MEETINGS**

- A. Meetings of the Board of Directors of the Corporation will be held not less than 8 times each year at the call of the President.
- B. The Chairperson may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except the business left unfinished at the reconvened meeting from which the adjournment took place.
- C. The Corporation will within 3 months of incorporation, elect a Board of Directors consistent with the procedure outlined in these by-laws.

## **9. GENERAL MEETINGS**

- A. The quorum for any General Meeting shall be twenty-five (25) members.
- B. The notice of a General Meeting shall be 21 days prior to that General Meeting.
- C. Every organizational Member has one vote at a General Meeting.
- D. At General Meetings, each member of the Board of Directors shall have one vote.
- E. The Chairperson, or in his/her absence, the Vice-Chairperson, shall be entitled to take the Chair at every general meeting. If neither of them are present within fifteen (15) minutes of the time appointed for holding the meeting or if either is unwilling to act as Chairperson for that particular meeting, the Directors present shall choose one of their members to be Chairperson.

- F. Upon written request of five (5) or more Members, the Board of Directors of the Corporation shall convene, within thirty days, an extraordinary General Meeting to deal with specific requisitioned concerns.

## **10. AUTHORITY AND VOTES**

- A. All meetings of the Board of Directors and General Meetings shall be conducted using Roberts Rules of Order.
- B. Every question submitted to the meeting for a vote shall be decided upon by a show of hands of Directors unless it is decided by the Directors that a secret ballot should be exercised.
- C. At any General Meeting or Annual meeting, unless a poll is demanded by the Chairperson of that meeting, or by at least two (2) Directors, a declaration by the Chairperson that a resolution had been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Corporation, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **11. POWER TO USE FUNDS**

- A. In addition to providing an annual financial statement, the Treasurer shall provide the Board with monthly financial statements.
- B. Any monies that accrue to the Corporation shall be used to further the objectives of the Corporation, and no Member or Director shall receive any monies except for services rendered to the Corporation.
- C. The Board of Directors shall approve a schedule of payments for business conducted on behalf of the Corporation including:
  - a) Travel expenses consistent with recognized Federal/Provincial rates. The Board of Directors, from time to time, will have the right to review/adjust such rates.
  - b) Salary and benefits for staff, consultants or other persons working on behalf of the Board.
  - c) All major purchases, leases, rentals, etc.
  - d) The dollar amounts beyond which public tenders have to be called. (as identified in the Public Tender Act )
- D. The Board of Directors shall purchase Director Insurance for all Directors of the Corporation.

- E. The Treasurer and any staff that might be handling money on behalf of the Corporation shall be bondable.
- F. The operations year for the Corporation shall end on December 31 each year.
- G. Any Executive Officer and any one other designated signing officer shall sign all legal documents.

## **12. AMENDMENTS**

- A. These by-laws may be amended consistent with the procedure outlined in Chapter C-36 Part XXI of the Corporations Act.
- B. All issues not addressed in these by-laws will be decided, in the first instance, by the Corporations Act and, secondly, by a resolution voted on by the members in a general meeting.

## **SCHEDULE "A"**

Restrictions on the activities of Kittiwake Economic Development Corporation hereinafter referred to as the Corporation.

The Corporation is established for the following purposes and shall restrict itself to such activities as in its opinion directly or indirectly furthers such purposes:

- A. To play a leadership role in the development and implementation of Zonal Strategic Economic Plans;
- B. To provide support to organizations and communities within the Zone;
- C. To coordinate economic initiatives relating to regional economic development in the Zone;
- D. To promote public participation and community education;
- E. To promote the development of local leadership;
- F. To enter into any contracts, agreements, options or any other form of undertaking in order to attain the general objectives of the Corporation;
- G. To purchase, lease, exchange or sell any real property, which may be deemed necessary or convenient to achieve the objectives of the Corporation;
- H. To enter into any financial arrangements, and effect insurance against any and all risks incurred in the course of conducting business of the Corporation;
- I. To do all such other acts and things as are incidental or conducive to or consequential upon attaining the above objectives.

PROVIDED THAT the Corporation

- A. Shall not undertake any activity that would result in the revocation of its registration as a public foundation for purposes of the Income Tax Act;
- B. Shall not permit its Directors, trustees, officers or employees to be compromised so that a majority of the same are related or do not deal at arms length;
- C. Shall not make non-qualified investment as defined by Section 149 of the Income Tax Act.

## **SCHEDULE "B"**

- A. The Corporation has no authorized share capital.
- B. The Corporation is to be carried on without pecuniary gain to its Members.
- C. Any profits or other accretions to the Corporation are to be used only in furthering its undertaking.
- D. Upon the incorporation of the Corporation each first Director becomes a Member thereof.
- E. Upon dissolution of the Corporation and after payment of all its debts and liabilities, all remaining property shall be distributed or disposed of to organizations in the Province, the undertaking of which is charitable or beneficial to the community.