



## SOCIETIES ACT

### SCHEDULE A BYLAWS

#### **PART 1**

##### Interpretation

- 1.(1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the director of the society for the time being;
  - (b) "Societies Act" means the Societies Act of the Yukon from time to time in force and all amendments;
  - (c) "Societies Regulations" means the Societies Regulations of the Yukon from time to time in force and all amendments;
  - (d) "registered address" of a member means the address as recorded in the register of members.
- (2) The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

#### **PART 2**

##### Membership

2. The members of the society are those individuals or corporations who
  - (a) are the applicants for incorporations of the society; and
  - (b) those persons who subsequently become members.
3. An individual or corporation may apply to the directors for membership in the society and on acceptance by the directors shall be a member, but no person or corporation who satisfies the criteria for membership shall be denied membership.
4. Every member shall uphold the constitution and comply with these bylaws.
5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
6. An individual or corporation shall cease to be a member of the society
  - (a) by delivering a resignation in writing to the secretary or secretary-treasurer of the society or by mailing or delivering it to the address of the Society;
  - (b) on death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The person or corporation who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. All members are in good standing except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the society and the member is not in good standing so long as the debt remains unpaid.

### **PART 3**

#### Meetings of Members

9. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.
10. Every general meeting other than an annual general meeting is a special general meeting.
11. The directors may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting.
- 12.(1) Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
- (2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
13. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the, holding of the last preceding annual general meeting.

### **PART4**

#### Proceedings at General Meetings

- 14.(1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.
- (2) Special business is
- (a) at a special general meeting, all business other than the adoption of rules of order; and
  - (b) at an annual general meeting, all business other than: (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements; (iii) the report of the directors;
  - (iv) the report of the professional accountant, if any; (v) the election of directors;
  - (vi) the appointment of the professional accountant, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 15.(1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is,
  - (i) where the number of registered members is 15 or less, 3 members;
  - (ii) where the number of registered members is 16 or more, at least 20% of the registered members
16. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
17. The president of the society, the vice president, or, in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
18. If at a general meeting
  - (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
- 19.(1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as required by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 20.(1) The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person.
- (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- 21.(1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting, except for the election of officers or directors, is by a show of hands.
- (3) Voting by proxy is not permitted.

## **PARTS 5**

### Directors and Officers

- 22.(1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.
- (2) The authority of the directors under subsection (1) is subject to:
- (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (3) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 23.(1) The officers of the society shall be the president, the vice-president and
- (a) a secretary-treasurer; or
  - (b) a secretary and a treasurer
- (2) The number of directors shall be equal to the number of officers or a greater number determined from time to time at a general meeting.
- 24.(1) The directors shall cease to hold office when their successors are elected at a general meeting of the society.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election shall be by ballot unless a nominee is acclaimed.
- (4) If no successor is elected the person previously elected or appointed continues to hold office
- 25.(1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed ceases to hold office when a successor is elected at a general meeting of the society, but is eligible for re-election at the meeting.
26. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
27. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **PART6**

### Proceedings of Directors

- 29.(1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting,

the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.

(4) A director may at any time, and the secretary-treasurer or secretary on the request of a director, shall, convene a meeting of the directors.

30. The directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
31. A committee shall elect a chairperson of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
32. The members of a committee may meet and adjourn as they think proper.
33. For the first meeting of directors held after the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the newly elected or newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
34. A director may by letter, telegram, telex or other telecommunication send or deliver to the address of the society a written waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
  - (a) no notice of meeting of directors need be sent to that director; and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 35.(1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - (2) In case of an equality of votes the chairperson does not have a second or casting vote.
36. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
37. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## **PART 7**

### Duties of Officers

- 38.(1) The president shall, except where these by-laws provide otherwise, preside at all meetings of the society and of the directors.
  - (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
39. The vice president shall carry out the duties of the president during the president's absence.
- 40.(1) Where the society has a secretary, the secretary shall
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;

- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the seal of the society; and
  - (f) maintain the register of members. .
- (2) Where the society has a treasurer, the treasurer shall
- (a) keep the financial records, including books of accounts; and
  - (b) render financial statements to the directors, members and others when required.
- (3) When the society has a secretary-treasurer, that person shall carry out the duties in both subsection (1) and (2).
41. In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

## **PARTS 8**

### Seal

42. The directors may adopt a seal for the society and substitute a new seal.
43. The seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the president and
- (a) secretary-treasurer; or
  - (b) secretary

## **PART 9**

### Borrowing

44. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.
45. No debenture shall be issued unless authorized by a special resolution.
46. The members may by special resolution restrict the borrowing powers of the directors.

## **PART 10**

### Professional Accountant

47. This part applies only where
- (a) the Societies Regulations requires the society to have a professional accountant, or
  - (b) the Society has resolved to appoint a professional accountant.
48. At each annual general meeting the society shall appoint a professional accountant.
- 49.(1) the directors shall appoint a professional accountant to serve until the first annual general meeting.
- (2) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
50. A professional accountant may be removed by ordinary resolution.
51. No director and no employee of the society shall act as a professional accountant.

## **PART 11**

### Notices to Members

52. A notice may be given to a member, by personal delivery or by mail to the member's registered address.
53. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.
- 54.(1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given or sent; and
  - (b) the professional accountant, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

## **PART 12**

### Dissolution

55. In the event of dissolution of the society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.

## **PART 13**

### Changing Bylaws

- 56.(1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
  - (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
  - (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
    - (a) state the identifying numbers of the articles to be deleted, if any; and
    - (b) the entire texts of the articles to be substituted or added.

## **PART 14**

### Other

57. On being admitted to membership, each member is entitled to and the society shall give to the member, without charge, a copy of the constitution and bylaws of the society.
58. Any member may examine the records of the society
  - (a) during the 30 minutes prior to the commencement of business at any general meeting;
  - (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
  - (c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

59. Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.