SOCIETIES ACT

OPTIONS FOR BYLAWS

EXPLANATORY NOTES AND INSTRUCTIONS

Option 1 – Schedule A Bylaws

- The bylaws set out in Schedule A to the Societies Regulations, O.I.C. 1988/124 will be the bylaws of the Society.
- Schedule A bylaws can be found on page 13 of this document: www.gov.yk.ca/legislation/regs/oic1988_124.pdf

Option 2 – Limited Customization with Pre-Approved Language

- The attached bylaws (with customized options available) will be the bylaws of the Society. Where available, indicate which option is chosen by checking the appropriate box.
- Please be informed, if this option is selected, that:
  - the attached model set of bylaws presupposes that all officers are elected or appointed from the pool of directors.
  - if the attached model set of bylaws is chosen and used without making any changes (other than selecting appropriate options as provided for), the bylaws will be approved by the Registrar of Societies.

Option 3 – Customized Bylaws accompanied by a Legal Opinion

- A customized set of bylaws (outside the scope of option 1 and 2 above) will be the bylaws of the Society.
- Please be informed that if this option is selected, the Registrar of Societies will require that the customized set of bylaws submitted for review be accompanied by a legal opinion confirming that the customized bylaws:
  - meet the requirements of s. 7 of the *Societies Act*;
  - are not contrary to any provision of the *Human Rights Act*;
  - are not contrary to any provision of the *Criminal Code*;
  - are not contrary to the provision of any other federal or territorial law;
  - are internally consistent and that, in particular, they do not
    - contain any internal inconsistencies as to the timing of events;
    - contain any ambiguities, or internal inconsistencies, of language; or
    - contain any other obvious defect;
  - are workable in terms of the timing of events and the various processes provided for in them.

DISCARD THIS PAGE

SOCIETY BYLAWS

RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF

Whitehorse Rapids Speed Skating Club

(the "Society")

SOCIETIES ACT, RSY 2002, c.206

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THE BYLAWS OF THE SOCIETY ARE ENACTED AS FOLLOWS:

PART 1 | GENERAL

1. Definitions

In these Bylaws and all other bylaws of the Society, unless the context otherwise requires:

(1) "Act" means the *Societies Act*, RSY 2002, c 206 and, where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time.

(2) "Anniversary Month" means the fourth month after the month in which the Society's fiscal year end occurs.

(3) "Annual General Meeting" means the mandatory annual general meeting of the Members.

(4) "Board" means the board of directors of the Society.

(5) "Bylaws" means these Bylaws, as amended from time to time.

(6) "Constitution" means the constitution of the Society.

(7) "Director" means a member of the Board.

(8) "General Meeting" means a properly constituted meeting of the Members that is the Annual General Meeting or any Special General Meeting of the Members.

(9) "Material Contract" means a contract that would, if entered into by the Society, have a significant effect on the financial situation of the Society.

(10) "Material Interest" means an interest that might affect the decisions made by the person who has such an interest.

(11) "Member" means a Person that holds membership in the the Society.

(12) "Officer" means a Director occupying the position of officer of the Society.

(13) "Ordinary Resolution" means a resolution passed by the majority of the votes cast on that Resolution.

(14) "Person" means an individual, a body corporate, or a government.

(15) "Professional Accountant" has the meaning set out in the Act.

(16) "Registrar" means the registrar of societies appointed under the Act.

(17) "Register of Members" means the register of all Members required to be kept by the Act.

(18) "Registered Address" of a Member means the address as recorded in the Register of Members of the Society.

(19) "Regulations" means the regulations made under the Act, as amended or re-enacted or in effect from time to time.

(20) "Resolution" means a decision of the Board or the Members passed by the required votes.

(21) "Special General Meeting" means any General Meeting of the Members that is not an Annual General Meeting.

(22) "Special Resolution" means, unless another meaning is set out in the Act, a Resolution that must be passed by the vote of not less than 75% of the Members voting at a General Meeting of which not less than 21 days notice of the resolution has been given; or a resolution unanimously agreed to in writing by all the Members who would have been entitled to vote at a General Meeting.

(23) "Voting Member" means a Member with the right to cast a vote at General Meetings.

2. Interpretation

All terms contained in these Bylaws that are defined in the Act shall have the meanings given to themin the Act, unless they are specifically defined in Section 1.

3. Conflict with Act

If there is a conflict between these Bylaws and the Act, the Act prevails.

4. Corporate Seal

Option 1 *Society may have seal* ☐

(1) The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Society, and in the absence of the secretary another Director, shall be the custodian of the corporate seal.

(2) The seal, if any, shall be affixed only where authorized by these Bylaws or when authorized by a Resolution of the Board and 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 the secretary.

Option 2 *Society has no seal* ☑ The Society shall not have a corporate seal.

5. Execution of documents

Contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) Directors.

Alternatively, the Board may from time to time direct by Resolution the manner in which, and the person by whom, a particular document may be executed.

Any Director may certify a copy of any instrument, Resolution, bylaw or other document of the Society to be a true copy thereof.

6. Records

(1) The secretary of the Society, and in the absence of the secretary, a Director, shall be responsible for preparing, or having prepared, the minutes of meetings and for causing such minutes to be entered in the minute book of the Society, and shall be responsible for the custody of the minutes and other records of the Society.

(2) Any Member may examine the records of the Society upon twenty-one (21) days' notice, or at any time or place agreed upon by the person having custody of the records and such agreement may not be unreasonably withheld.

(3) The Society shall keep the Register of Members containing the following for each Member:

(a) the Member's name, address and, if available, email address;

(b) the date the Member was admitted as a Member;

(c) the date the Member ceased to be a Member; and

(d) the class of membership, if any.

(4) The Society shall keep the Register of Members at the registered office of the Society and the Society shall permit any Member to inspect the Register of Members at any reasonable time.

7. Banking

The banking business of the Society shall be transacted at such federally chartered bank, or at such other provincially or territorially regulated firm or corporation carrying on a banking business, as the Board may designate from time to time by Resolution.

The banking business of the Society shall be transacted by such Directors or other persons as the Board may designate from time to time by Resolution.

8. Notice

(1) A notice required by these Bylaws or the Act may be given in the manner determined by the Board, and may include: publication in one or more newspapers circulated in Yukon, mail, courier, telephone, personal delivery, email, or through social media, including through posting on a social media site accessible by all Members.

(2) Notice is deemed to have been given:

(a) when it is published in a newspaper circulated in Yukon, or posted on a social media site accessible by all Members;

(b) when it is delivered personally;

(c) when it is e-mailed to the e-mail address of the receipient as recorded in the Society's records;

(d) seven business days after having been mailed to the receipient's Registered Address.

(3) The secretary may change or cause to be changed the Registered Address of any Member, or the recorded address of any Director or Professional Accountant in accordance with any information believed by the secretary to be reliable.

(4) A declaration by the secretary that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

PART 2 | MEMBERSHIP

9. Admission of Members

Option 1 ☐ *Single membership class composed of Persons*

(1) The Members of the Society are:
- (a) the applicants for incorporation of the Society; and
- (b) such other Persons who:
  - (i) support the Society's purposes, as stated in the Constitution;
  - (ii) have applied for membership in the Society; and
  - (iii) have paid the membership dues, if any.

(2) No Person who satisfies the conditions of membership shall be denied membership.

(3) Each Member shall be a Voting Member.

Option 2 ☑ *Single membership class composed only of individuals*

(1) The Members of the Society are:
- (a) the applicants for incorporation of the Society; and
- (b) such other individuals who:
  - (i) support the Society's purposes, as stated in the Constitution;
  - (ii) have applied for membership in the Society; and
  - (iii) have paid the membership dues, if any.

(2) No individual who satisfies the conditions of membership shall be denied membership.

(3) Each Member shall be a Voting Member.

Option 3 ☐ *For two membership classes, one composed of individuals and one of corporations*

(1) The Members of the Society are:
- (a) the applicants for incorporation of the Society; and
- (b) such other Persons who:
  - (i) support the Society's purposes, as stated in the Constitution;
  - (ii) have applied for membership in a class of membership in the Society; and
  - (iii) have paid the membership dues for the class of membership, if any.

(2) No Person who satisfies the conditions of membership shall be denied membership.

(3) Membership in the Society shall consist of two classes of members, namely, individual Members and corporate Members.

(4) Each individual Member and each corporate Member shall be a Voting Member.

Option 4 ☐

[Determine the terms of admission of Members and classes of membership, such as individual Members, associate Members, family Members, honorary Members, corporate Members, Voting/non-voting Members, etc. If this option is chosen, the bylaws may be subject to a legal review.]

10. Term of Membership

Option 1 ☑ *One year term*

The term of membership for each Member shall be annual, ending on the date that falls one (1) year after the start of the Member's membership.

Option 2 ☐ *Membership ends on specified date*

The term of membership for each Member shall end on _____ of each year.
DATE

11. Membership Dues

Option 1 *Society has membership dues* ☐ Annual membership dues shall be a condition of membership. The amount of annual membership dues shall be determined by the Board and approved by Resolution of the Members at a General Meeting. Each Member shall pay their annual membership dues by _____ of each year.
DATE

Option 2 *Society may have membership dues* ☑ Annual membership dues shall not be a condition of membership unless the Board, by Resolution, requires the payment of membership dues as a condition of membership. The amount of annual membership dues, if any, shall be determined by the Board and approved by Resolution of the Members at a General Meeting.

12. Termination of membership

(1) Membership is terminated when:

(a) the Member resigns by delivering a resignation in writing to the secretary of the Society or to the registered address for the Society;

(b) the Member dies or, in the case of a corporation, the corporation is dissolved;

(c) the Member is expelled;

(d) the Member's term of membership expires; or

(e) the Member fails to maintain any qualifications or conditions for membership described in the provision(s) on membership in these Bylaws.

13. Obligations of Members

Every Member shall uphold the Constitution of the Society and comply with these Bylaws and any policies of the Society.

14. Expulsion

A Member may be expelled by a Special Resolution passed at a General Meeting. The notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed Special Resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

15. Effect of termination of membership

Upon any termination of membership, the rights of the Member automatically cease to exist.

16. Membership rights

Option 1 *Right to vote irrespective of beginning of term of membership* ☐ (1)Members shall have the following rights:

(a) Each Member is entitled to receive notice of, attend, and, if a Voting Member, vote at all General Meetings.

(b) Each Member is entitled to receive, upon request, a copy of the Constitution and Bylaws of the Society.

(c) Where the Member is not an individual, the Member may appoint one (1) delegate to General Meetings.

(d) Where these Bylaws or where a Resolution of the Board provides for voting by proxy, each VotingMember may appoint in writing a proxy voter, who must be a Member, to speak and vote on theirbehalf at a General Meeting.

Option 2 *Right to vote if term of membership begins at least 30 days before General Meeting* ☑ (1)Members shall have the following rights:

(a) Each Member is entitled to receive notice of, attend, and, if a Voting Member, vote at all General Meetings subject to paragraph (e) of this subsection.

(b) Each Member is entitled to receive, upon request, a copy of the Constitution and Bylaws of the Society.

(c) Where the Member is not an individual, the Member may appoint one (1) delegate to the General Meetings.

(d) Where these Bylaws or where a Resolution of the Board provides for voting by proxy, each Voting Member may appoint in writing a proxy voter, who must be a Member, to speak and vote on their behalf at a General Meeting subject to paragraph (e) of this subsection.

(e) The Member's right to vote at a General Meeting shall be subject to the Member's membership term havingcommenced at least 30 days prior to the General Meeting.

PART 3 | GENERAL MEETINGS OF THE MEMBERS

17. Annual General Meetings

(1) The Directors shall call an Annual General Meeting, which shall be held after the Society's fiscal year end and no later than the last day of its Anniversary Month.

(2) The Board shall present the financial statements at the Annual General Meeting, in accordance with the Regulations.

(3) If the Directors fail to convene the Annual General Meeting, any Member may call a Special General Meeting, in the same manner as the Directors ought to have called the Annual General Meeting, to be held at such time following the anniversary month as the Registrar may approve; and the Members present at the Special General Meeting shall choose one of their number as chairperson of the meeting.

18. Special General Meetings

(1) In addition to the Annual General Meeting, the Society may hold Special General Meetings.

(2) The Board may call a Special General Meeting at any time.

(3) The Board must 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. If the Board does not call a meeting within 21 days of receiving the request, any Member who signed the request may call the meeting.

19. Ordinary business and special business at an Annual General Meeting

(1) At an Annual General Meeting, the following is "ordinary business":

- (a) adoption of rules of order;
- (b) presentation of the financial statements;
- (c) report of the Directors;
- (d) report of the Professional Accountant, if required;
- (e) election of or appointment of Directors;
- (f) appointment of the Professional Accountant, if required; and
- (g) business arising out of a report of the Directors that does not require the passing of a Special Resolution.

(2) At an Annual General Meeting, "special business" is all business that is not ordinary business. Special business shall not be conducted unless notice has been given of the proposal to conduct that business at the Annual General Meeting. Decisions related to special business may be made by Ordinary Resolution, unless a Special Resolution is required by the Act or by these Bylaws.

20. Ordinary business and special business at a Special General Meeting

At a Special General Meeting, "special business" is all business other than the adoption of the rules of order. Special business shall not be conducted unless notice has been given of the proposal to conduct that business at the Special General Meeting.

21. Order of business at General Meetings

(1) The order of business at a General Meeting is as follows:

- (a) Select a chairperson, in accordance with these Bylaws;
- (b) Determine if there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last General Meeting;
- (e) Deal with unfinished business from the last General Meeting;
- (f) If the meeting is an Annual General Meeting:
  - (i) Present the financial statements of the Society for the previous fiscal year, and the Professional Accountant's report, if any;
  - (ii) Receive any reports of Directors' activities and decisions since the previous Annual General Meeting;
  - (iii) Elect or appoint Directors; and
  - (iv) Appoint a Professional Accountant, if required;
- (g) Deal with new business, including any matters about which notice has been given to the Members in the notice of meeting; and
- (h) Terminate the meeting.

(2) For greater certainty, a motion to adjourn the meeting is always in order at a General Meeting.

22. Notice

(1) Notice of a General Meeting must be given to each Member shown on the Register of Members and to the Professional Accountant, if applicable, as follows:

(a) not less than 10 days before the scheduled date of the General Meeting; and

(b) where a Special Resolution is to be voted on, not less than 21 days before the scheduled date of the General Meeting.

23. Content of the notice of a General Meeting

(1) A notice of a General Meeting must state:

(a) The place, day and hour of the meeting;

(b) The general nature of any special business to be transacted at the meeting;

(c) Where a Special Resolution is to be voted on, the proposed text of the Special Resolution; and

(d) Where absentee voting is permitted under these Bylaws, the notice must remind the Members of their right to absentee voting.

24. Accidental omission to give notice of General Meeting

The accidental omission to give notice of a meeting to, or the non-receipt by, any of the Members entitled to receive notice does not invalidate any action taken or the proceedings at the General Meeting.

25. Absentee voting at General Meetings

Option 1 *no absentee voting* ☑ Members may exercise their right to vote at a General Meeting. Members may not vote if not in attendance at a General Meeting.

Option 2 *absentee voting where approved by the Board* ☐

(1) A Member entitled to vote at a General Meeting may vote by mail-in ballot, by telephonic means, by electronic means, or by proxy, on the following conditions:

(a) the Board has approved such absentee voting by Resolution in writing, which Resolution describes the process and system that enables absentee voting; and

(b) the Society has a system and process that enables the votes to be gathered.

Option 3 *absentee voting only by proxy* ☐

(1) A Member entitled to vote at a General Meeting may vote by proxy by appointing in writing a proxyholder, who must be a Member, to attend and act at the General Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the Member, subject to the following requirements:

(a) a proxy is valid only at the General Meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(b) a Member may revoke a proxy by notice in writing to the Board no later than the last business day preceding the day of the General Meeting, or on the adjournment of the General Meeting, no later than the last business day preceding the day to which the General Meeting was adjourned; and

(c) the form of proxy shall be in a form approved by the Board.

26. Quorum at General Meetings

Option 1 *Majority for quorum* ☐ A quorum at any General Meeting shall be a majority of the Members entitled to vote. If a quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Option 2 *Determine % of membership req. for quorum* ☑ A quorum at any General Meeting shall be **10** % of the membership entitled to vote. If a quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Option 3 *Determine # of members req. for quorum* ☐ A quorum at any General Meeting shall be _____ Members entitled to vote. If a quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

27. Lack of quorum at General Meetings

If, after 30 minutes from the time set for holding a General Meeting, a quorum is not yet present, the meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chairperson with notice to the membership, and if, at the continuation of the adjourned meeting, a quorum is not yet present after 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.

28. Chairperson of General Meetings

The following individual shall preside as chairperson of a General Meeting:

(a) the individual, if any, appointed by the Board to preside as chairperson;

(b) if the Board has not appointed an individual to preside as the chairperson or the individual appointed by the Board is unable to preside as the chairperson:

(i) the president;

(ii) the vice-president, if the president is unable to preside as the chairperson;

(iii) if there is no individual entitled under these Bylaws who is able to preside as the chairperson of the meeting after 30 minutes from the time set for holding the meeting, those Members present must elect a Member who is present at the meeting to preside as the chairperson.

29. Chairperson's rights

Option 1 *Chairperson may vote* ☑ The chairperson may move or propose a Resolution and may second a motion or Resolution proposed by another Member; and the chairperson shall have a vote. In the case of an equality of votes, the chairperson shall not have a casting or second vote.

Option 2 *Chairperson may not vote* ☐ The chairperson may not move or propose a Resolution and may not second a motion or Resolution proposed by another Member, and the chairperson shall not have a vote.

30. Votes to govern at General Meetings

(1) At any General Meeting, every Resolution shall be passed by a majority of the votes cast, unless a Special Resolution is required by the Act or these Bylaws.

(2) In case of an equality of votes, the resolution will be lost.

(3) Votes shall be taken by a show of hands, or by mail-in, telephonic or electronic voting means if Members are entitled to vote by such means under these Bylaws.

(4) Before or after a vote on any question, the chairperson of the meeting may require, or any Member may demand, a secret ballot and any such secret ballot shall be taken in such manner as the chairperson of the meeting may direct.

(5) Whenever a vote by show of hands is taken on a question, a declaration by the chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

31. Adjournments of General Meetings

The chairperson may, with the majority consent of any General Meeting, adjourn the meeting from time to time and from place to place and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of seven (7) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.

32. Persons entitled to be present at General Meetings

The only persons entitled to attend a General Meeting are the Members, the Directors, the Professional Accountant and such other persons who are entitled or required under any provision of the Act or the Constitution to be present at the meeting. Any other person may be admitted only if invited by the chairperson of the meeting or by Resolution of the Members.

33. Place of General Meetings

Subject to the Act, General Meetings shall be held in the Yukon.

34. Participation by electronic means at General Meetings

If the Society chooses to make available a telephonic or electronic facility that permits all participants to communicate with each other during a General Meeting, any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting and may vote by such telephonic or electronic means as the Society has made available for that purpose.

35. General Meeting held entirely by electronic means

If the Directors or Members call a General Meeting, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting and may vote by such telephonic or electronic means that the Society has made available for that purpose.

PART 4 | DIRECTORS

36. Number of Directors

Option 1 *# fixed by the Members* ☑ The Members at a General Meeting shall determine the fixed number of Directors from time to time. However, the Board shall at all times be composed of a minimum of three (3) Directors.

Option 2 *# fixed by Bylaws and must be more than 3 Directors* ☐ The number of Directors shall be _____.

37. Board eligibility

Any individual Voting Member (and, if applicable, any individual nominee of a Voting Member that is a body corporate or a government) of the age of majority and who is not bankrupt, shall be eligible for nomination for election to the Board.

Option 1 *Fixed term* ☑ The Directors shall be elected by the Members entitled to vote at each Annual General Meeting, to hold office for a term commencing at the end of such Annual General Meeting and ending not later than the close of the next Annual General Meeting following the election.

Option 2 *longer than one year term* ☐ The Directors shall be elected by the Members entitled to vote at an Annual General Meeting. The Members shall elect the Directors to hold office for a term commencing upon their election and ending upon the election of their successors at the _____ Annual General Meeting of the Members following the election
SECOND, THIRD, FOURTH

Option 3 *rolling term – 3 years* ☐ The Directors shall be elected by the Members entitled to vote at an Annual General Meeting. At the first Annual General Meeting, the Members shall elect one-third (1/3) of the Directors for a three-year term, one-third (1/3) of the Directors for a two-year term, and one-third (1/3) of the Directors for a one-year term. After this time, newly elected Directors shall be elected for three (3) year terms.

Option 4 *rolling term – 2 years* ☐ The Directors shall be elected by the Members entitled to vote at an Annual General Meeting. At the first Annual General Meeting, the Members shall elect one-half (1/2) of the Directors for a one-year term, and one-half (1/2) of the Directors for a two-year term. After this time, newly elected Directors shall be elected for two (2) year terms.

☐ The immediate past president shall be a Director, if otherwise eligible under these Bylaws.

39. Authority of Directors

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do. Any decision of the Board shall be by Resolution, recorded and maintained with the records of the Society.

40. Limit on authority of Directors

(1) The authority of the Directors 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 Members at a General Meeting. However, no rule made by the Members at a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

41. Removal of Directors

The Members may remove a Director before the expiration of the Director's term of office by Special Resolution. The affected Director shall be provided notice of the proposed Special Resolution, and shall be provided an opportunity to be heard.

42. Vacancies

(1) The Directors may fill a vacancy on the Board, at any time by appointing any eligible Member as a Director.

(2) A Director so appointed ceases to hold office when a successor is elected at the next Annual General Meeting of the Society, but is eligible for re-election at that meeting.

(3) A vacancy on the Board does not impair the capacity of the remaining Directors to act.

43. Remuneration

No Director shall be remunerated for being or acting as a Director.

Directors may be reimbursed for expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society as authorized by Resolution of the Board, or the Members at a General Meeting.

44. Meetings of Directors

The Directors may determine the place, time, business and proceedings of their meetings. Any one Director may at any time convene a meeting of the Directors.

45. Notice of meetings of the Board

(1) At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

(2) A meeting of the Board may be held and duly constituted at any time without notice if all the Directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the holding of the meeting in their absence.

(3) No notice of meeting need specify the purpose or the business to be transacted at the meeting.

46. Regular Board meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

47. Quorum of Board meetings

The Members at a General Meeting, or the Directors provided that the Members have not done so, may from time to time fix by Resolution the quorum necessary at a board meetings to transact business, but, unless so fixed, such quorum shall be a majority of the Directors then in office.

48. Board meetings held by electronic means

If a majority of Directors consent, a meeting of the Board may be held by means of such telephonic or electronic means that permits all participants in the meeting to communicate with each other, and a Director participating in the meeting by that means shall be deemed to be present at the meeting.

49. Votes to govern at meetings of the Board

(1) A decision of the Board or of a committee of Directors shall be made by a majority of votes. In the case of an equality of votes, the chairperson does not have a second or casting vote.

(2) No Resolution proposed at a meeting of Directors or at a meeting of a committee of Directors need be seconded and the chairperson of a meeting may move or propose a Resolution.

(3) 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.

50. Committees

The Directors may from time to time appoint any committee consisting of one or more Directors, and delegate power to such committees. A committee so formed shall conform to any rules imposed on it by the Directors, and shall report anything done in the exercise of those powers to the next meeting of the Directors. Any committee member may be removed by Resolution of the Board. The members of a committee may meet and adjourn as they think proper.

51. Conflict of Interest

(1) **A Director who is party to, or is a director or officer of, or has a Material Interest in any Person who is a party to, a Material Contract, or proposed Material Contract, shall disclose the nature and extent of the Material Interest to the Board, and the disclosure shall be entered in the minutes of the meeting of the Board at which such disclosure is considered.** The disclosure shall be made at, or prior to, the meeting at which the Material Contract is first considered.

(2) If a Director develops, or discovers, a Material Interest, as above, after a Material Contract was made, the Director shall disclose same at, or prior to, the first meeting of the Board after the Director becomes so interested or aware, and such disclosure shall be entered in the minutes of the meeting of the Board at which such disclosure is made.

(3) The Board may, subject to any Resoltuions of the Membership made at a General Meeting, make, by Resolution, any decision it deems approporiate in respect of managing conlficts of interest.

(4) No Director having a Material Interest in a matter shall vote regarding such matter.

PART 5 | BOARD POSITIONS

52. Officers

Option 1 *Officers appointed by the Board* ☑

The Board shall, as often as may be required, appoint from among the Directors, a president, a vice-president, a secretary and a treasurer or a secretary/treasurer, and such other officers the Board deems necessary.

☐ If the immediate past president is a Director under these Bylaws, then such individual shall also hold the office of past president.

Option 2 *Officers elected by Members* ☐

(1) Directors shall be elected by the Members in accordance with these Bylaws to the following Board offices:

(a) president
(b) vice-president
(c) secretary
(d) treasurer
(e) secretary/treasurer
(f) _____

(2) Directors, other than those elected to the above Board offices shall be elected as directors at large.

☐ If the immediate past president is a Director under these Bylaws, then such individual shall hold the office of past president.

53. Duties of Officers

(1) The officers shall have the following duties and powers associated with their positions:

(a) The president shall preside as the chairperson of the Board and shall supervise the other Directors in the execution of their duties. The president shall have such other duties and powers as the Board may determine.

(b) The vice-president shall carry out the duties of the president if the president is unable to act.

(c) The secretary shall carry out those duties set out in these Bylaws, and shall give, or cause to be given, notice of General Meetings and meetings of the Board.

(d) The treasurer shall keep, or cause to be kept, the financial records, including books of accounts, records of all monies received and where they were received from and all moneys disbursed and what they were disbursed for, and records of all capital and fixed assets of the Society. The treasurer shall render, or cause to be rendered, financial statements to the Directors, Members and others when required.

(e) The duties of other officers, if any, shall be determined by the Board.

(2) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

PART 6 | BORROWING

54. Borrowing powers

(1) The Society not issue debentures unless the issue is approved by a Special Resolution.

Option 1 *Board may authorize borrowing* ☐

(2) In order to carry out the purposes of the Society, the Board may, without the authorization of the Members:

(a) borrow money on the credit of the Society;

(b) issue, re-issue, sell, or pledge debt obligations of the Society;

(c) give a guarantee on behalf of the Society; and

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, real or personal, to secure any debt obligation of the Society.

(3) The Members may by Special Resolution restrict the borrowing powers of the Directors.

Option 2 *Members must authorize borrowing* ☐

(2) If authorized by Resolution of the Members, the Directors may:

(a) borrow money on the credit of the Society;

(b) issue, re-issue, sell, or pledge debt obligations of the Society;

(c) give a guarantee on behalf of the Society; and

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, real or personal, to secure any debt obligation of the Society.

Option 3 *No borrowing powers* ☑

(2) The Society may not borrow money on the credit of the Society, issue, re-isue, sell, or pledge debt obligations of the Society, give a guarantee on behalf of the Society, or charge, mortgage, hypothecate, pledge or otherwise create a security interest in any property of the Society.

PART 7 | PROFESSIONAL ACCOUNTANT

55. Application

(1) This part applies only where:

(a) the Regulations require the Society to have a Professional Accountant; or

(b) the Board or the Members have resolved to appoint a Professional Accountant.

56. Appointment of Professional Accountant

The Directors shall appoint a Professional Accountant to serve until the first Annual General Meeting; and the Members shall appoint a Professional Accountant at each Annual General Meeting. The Directors may appoint a Professional Accountant to fill a vacancy occurring between one Annual General Meeting and the next.

57. Removal

The Members may remove a Professional Accountant by Ordinary Resolution at a General Meeting and appoint a new Professional Accountant in its place.

58. Disqualification

No Director or employee of the Society may act as a Professional Accountant of the Society.

PART 8 | DISSOLUTION

59. Voluntary winding up

The Society may surrender its certificate of incorporation by Special Resolution.

60. Distribution of assets

(1) On 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 as follows:

(a) Where the Society has a charitable purpose, to a qualified donee, as defined under the Income Tax Act (Canada); and

(b) Where the Society does not have a charitable purpose, to one or more Yukon Societies as is determined by a Special Resolution, or, in the absence of such a Special Resolution, as determined by the Registrar.

PART 9 | DISPUTE RESOLUTION

61. Dispute Resolution

(1) In the event that a dispute or controversy among Members or Directors arising out of or related to these Bylaws is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the Members or Directors as set out in these Bylaws or the Act, and as an alternative to legal action, such dispute or controversy may be settled by a process as follows:

(a) If the dispute or controversy does not involve the Board or any one or more of the Directors and does not relate to a decision made by the Board, the dispute or controversy shall first be submitted in writing to the Board for mediation, which mediation shall occur within six (6) months of such submission.

(b) If the dispute or controversy does involve Board or any one or more Directors or relates to a decision made by the Board, the dispute or controversy shall first be submitted in writing to a panel of mediators consisting of three Members who are not party to the dispute or controversy, for mediation, which mediation shall occur within six (6) months of such submission. Each of the parties shall appoint one Member to the panel, and the Members so appointed jointly appoint an additional Member to the panel. The mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(c) If the dispute or controversy has not been resolved by mediation, any party may refer the matter to the courts of the Yukon.

PART 10 | AMENDMENTS

62. Amendments

The Society may amend, replace or repeal these Bylaws by Special Resolution, but the change is not effective until filed with and approved by the Registrar.

63. Notice required

The notice of the General Meeting at which a Special Resolution to amend the Bylaws is to be voted on shall state the sections to be deleted, if any; and shall state the entire texts of the articles to be substituted or added.