

YUKON ABORIGINAL SPORTS CIRCLE BYLAWS

(PROPOSED)

1. Definitions and Interpretation

1.1 Definitions

In these bylaws:

- (a) “Act” means the Yukon *Societies Act* and the regulations under the Act, as amended from time to time.
- (b) “Board” means the directors of the Society.
- (c) “Bylaws” means these bylaws.
- (d) “Constitution” means the constitution of the Society.
- (e) “Director” means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society.
- (f) “General Meeting” means a general meeting of the members of the Society.
- (g) “Officer” means an individual who has been appointed, in accordance with the Act, as an officer of the Society.

1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act

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

1.4 Act Applies

These Bylaws are intended to be read in conjunction with the Act.

2. Members

2.1 Membership

Members are any Yukon resident 19 years of age or older with an interest in participating in or otherwise supporting Aboriginal sport in the Yukon. Full-time employees of the Society may become or continue to members, but can not vote.

2.2 Classes

There are two classes of members in the Society: regular members and honorary members. Honorary members are determined by the Board. Every member, other than full-time staff, is a voting member.

2.3 No Membership Dues

There shall be no membership dues or fees, unless otherwise, determined by the Board. Payment of membership dues, if any, shall be a condition of membership.

2.4 Rights

Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.

2.5 Duties

Every member must uphold the Constitution and must comply with these Bylaws. Failure to do so may result in a termination of membership.

3. General Meetings of the members

3.1 General Meetings

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may request the Board to hold a General Meeting in accordance with the Act.

3.2 Ordinary business

At a General Meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

3.3 Notice of General Meeting

Written notice of the date, time and location of a General Meeting must:

- (a) Be given in accordance with the Act;
- (b) Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;
- (c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- (d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

3.4 Chair of General Meetings

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

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - (i) The president, if any;
 - (ii) The vice-president, if any, if the president is unable to preside as the chair; or
 - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

3.5 Quorum for General Meetings

A quorum for the transaction of business at an Annual General Meeting is a minimum of 10 members.

3.6 Quorum required

Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. Business may continue if, at any time during a General Meeting, there ceases to be a quorum of members present, and the remaining members vote to continue.

3.7 Lack of quorum at General Meetings

If, within 30 minutes from the time set for holding a General Meeting, quorum is not achieved:

- (a) The meeting stands adjourned until another date and time is identified, and with sufficient notice to membership;
- (b) If, at the continuation of the adjourned meeting, quorum is still not achieved, the members who are present will constitute quorum for this meeting.

3.8 Adjournments of General Meetings

The chair of a General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

3.9 Order of business at a General Meeting

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

- (a) Elect an individual to chair the meeting, if necessary;
- (b) Determine that 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) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;
 - (ii) Receive any other reports of Directors' activities and decisions since the previous annual General Meeting;
 - (iii) Elect or appoint Directors; and
 - (iv) Appoint an accountant, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

3.10 Attendance at General Meeting by telephone or another communications medium

Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

3.11 Methods of voting by members in attendance at General Meeting

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

3.12 Proxies

Voting by proxy is not permitted.

3.13 Vote at a General Meeting

A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.14 Result of Vote

The Society uses consensus decision-making, where a motion is approved if a minimum of 2/3 of members at the General Meeting vote in favour of it. The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair 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.

4. Directors

4.1 Number of Directors

The Society must have no fewer than three, and no more than nine, Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.

4.2 Residency

Directors must be resident in the Yukon.

4.3 Board eligibility (Membership)

A Director is required to be a member of the Society.

4.4 Election or appointment of Directors

Directors are elected by ordinary resolution of the members.

4.5 Term

The Directors are elected for two-year terms at the annual General Meeting. There is not limit to the number of terms a Director may serve.

4.6 Vacancies

The Directors may appoint a member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

4.7 Removal of Directors

A Director may be removed from office by a consensus decision of the Board. Reasons for termination may include not complying with these Bylaws, Board policy or Board code of conduct, or for missing three consecutive Board meetings without providing reasonable notice for the absences.

4.8 Remuneration for being a Director

The Society may provide remuneration in the form of honorarium to an Elder, Director or Portfolio holder, in accordance with Board policy.

4.9 Reimbursement of Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director.

5. Meetings of Directors

5.1 Calling Directors' meeting

The Directors may meet at any location in Yukon and in any manner as determined by the Directors.

5.2 Notice of Directors' meeting

At least two days' notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

5.3 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.

5.4 Quorum of Board meetings

A minimum of three Directors constitutes a quorum at any meeting of Directors.

5.5 Board meetings may be held by electronic means

Any meeting of the Board may be held by means of telephone or such other communication medium means that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.

5.6 Resolution without a meeting and without the consent of all Directors

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.

6. Officers

6.1 Election or appointment of Officers

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.

6.2 Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

- (a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- (b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- (c) The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - (i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
 - (ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
 - (iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.

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

- (d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - (i) Receiving and banking monies collected from the members or other sources;
 - (ii) Keeping accounting records in respect of the Society's financial transactions; and
 - (iii) Preparing the Society's financial statements and making filings respecting taxes.

7. Signing Authority

7.1 Execution of documents

A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof. only Executive

8. Borrowing

8.1 Borrowing powers

The Society may, subject to approval by the members at a General Meeting:

- (a) Borrow money; and
- (b) Issue debt obligations to any person and for any consideration.

9. Accountant

9.1 Requirement for Accountant

- (a) If the Society is a Class B society, the Society is not required to have an accountant.
- (b) If the Society is a Class A society, the Society is required to have an accountant. However, a Class A society may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual general meeting. The Society may not waive the requirement to have an accountant for more than two consecutive fiscal years.

10. Distribution of property before dissolution or on liquidation

10.1 Distribution

The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act.

YUKON ABORIGINAL SPORTS CIRCLE CONSTITUTION

(PROPOSED)

- 1.** The name of this society shall be the “YUKON ABORIGINAL SPORTS CIRCLE” and be so incorporated under the Yukon Societies Act.
- 2.** The purpose and mission of the society is to:
 - a.** serves as a multi-sport governing body for Arctic Sports, Dene Games and Archery, as well as co-ordinating the participation of Indigenous Yukoners in the North American Indigenous Games;
 - b.** support and promote sport and recreational activity meaningful to Indigenous Yukoners;
 - c.** foster opportunities for Elders to provide guidance and wisdom on culture, traditions, ceremony and protocols in Aboriginal sport and recreation;
 - d.** foster healthy lifestyles and mental, spiritual and physical wellness through sport and recreation;
 - e.** increase participation in Aboriginal traditional sport and recreation by removing barriers to participation at all levels of involvement;
 - f.** similarly, support Aboriginal children and youth participation in other sport and recreational activities that are available in the Yukon to help promote a lifetime interest in physical activity; and
 - g.** provide leadership and teachings through Arctic sports, Dene games, archery, shooting, and other traditional sport and games meaningful to communities.

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