

Sport Yukon Bylaws

Bylaws

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. Membership

2.1 Application for Membership

- (a) Any legal entity wishing to become a member of Sport Yukon shall apply in writing, or through electronic means, to the Board.

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- (b) Admission shall be granted by the Board if the applicant fulfills the requirements set out by Sport Yukon regarding the procedures for application.
- (c) The new member shall acquire membership rights as soon as it has been admitted, and is eligible for elected positions.

2.2 Membership Status and Dues

- (a) Duration - Unless otherwise determined by the Board, the membership year of the Society will be April 1 to March 31.
- (b) Dues – Membership dues for will be determined annually by the Board.
- (c) Duration – Membership duration is accorded on an annual basis.
- (d) Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership

2.3 Duties

Every member must uphold the Constitution and must comply with these Bylaws

2.4 Categories

Sport Yukon shall be composed of the following categories of members:

- (a) **TSO member:** Territorial Sport Organizations (TSOs) incorporated in the Yukon, which are affiliated with their respective national bodies, where such bodies exist, recognized by the Government of Yukon as the governing body for a sport or activity, is duly registered and in good standing under the Yukon's Society Act, who are the sole representative of a specific sport or activity in the Yukon, whose aims and objectives are directed at promotion and development of sport in the Yukon, and who are approved by Sport Yukon. TSO members are voting members. The President of the TSO member shall be the representative at all General and Special General Meetings unless Sport Yukon has been advised of an alternative beforehand.
- (b) **Associate member:** Recreational organizations, sport clubs, or associations duly registered and in good standing under the Yukon Societies Act, who have sport and recreation as their prime objective, and who are approved by Sport Yukon. Associate member's President shall be their representative at General Meetings and Special General Meetings, unless the organization has appointed an alternate member and so informed Sport Yukon.

2.5 Cessation of Membership:

Members will cease to be a member of Sport Yukon;

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- (a) By delivering a letter of resignation, by mail or electronic means, to the Executive Director, Sport Yukon
- (b) Upon being expelled, suspended; or
- (c) Upon having not been a member in good standing for twelve (12) consecutive months.

2.6 Suspension and Reinstatement

- (a) The membership is responsible for suspending a member. No member can be suspended without support of 75% majority of the votes eligible to be cast at a General Meeting.
- (b) Despite article 2.6 (a), the Board of Directors may suspend a member that seriously violates its obligations as a member with immediate effect. The suspension shall continue until set aside by the Board of Directors or a vote is held at a General Meeting of the membership.
- (c) The suspension will be lifted once any requirement(s) imposed by the membership or Board of Directors has been fulfilled.
- (d) A suspended member shall lose its member rights. A disciplinary committee may impose further sanctions.

2.7 Expulsion

- (a) The membership at a General Meeting may expel a member by special resolution if it fails to fulfill its financial obligations to Sport Yukon, or it seriously and repeatedly violates the Bylaws, regulations or policies of Sport Yukon.
- (b) Twenty-one (21) days prior notice, in writing or electronic means, of the intention to place a special resolution before the General Meetings shall be given to the member involved and to all other members.
- (c) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (d) 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 a special resolution is put to a vote.

2.8 Termination and Resignations

Membership is terminated upon resignation or expulsion. Loss of membership does not relieve the member from financial obligations owed to Sport Yukon prior to termination or expulsion but does result in a cancellation of all rights in relation to Sport Yukon.

2.9 May Not Resign

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A member may not resign from the Society when the member is subject to disciplinary investigation or action by the Society.

2.10 Arrears

A member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board.

2.11 Discipline

A member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of members.

2.12 Dues Payable

Any dues, subscriptions, or other monies owed to the Society by suspended or expelled members will remain due.

2.13 Good Standing

A member will be in good standing provided that the Member:

- (a) Has not ceased to be a Member;
- (b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) Has completed and remitted all documents as required by the Society;
- (d) Has complied with the By-laws, policies, and rules of the Society;
- (e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (f) Has paid all required membership dues.

2.14 Cease to be in Good Standing

Members that cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing.

3. 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 requisition a General Meeting in accordance with the Act.

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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 Board of 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 fourteen (14) days before the meeting and not more than sixty (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 judgement 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;
- (e) The accidental omission to give notice or the non-receipt of a notice by any member entitled to receive a notice does not invalidate proceedings at that meeting.

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.
- (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,

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the members who are present shall elect a member present at the meeting to preside as chair.

3.5 Quorum for General Meetings of Members

When the number of Members is 15 or less, 3 voting Members present will constitute a quorum. When the number of Members is 16 or more, at least 20% of the voting Members present will constitute a quorum.

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. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is quorum present or until the meeting is adjourned or terminated.

3.7 Lack of quorum at General Meetings

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

- (a) 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 chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that 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.

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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 Board's 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 the Boards' 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 other communications medium

Members may participate in a General Meeting by telephone or other communications mediums. 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.

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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.

Voting at the General Meeting will be:

- (a) Each elected Board member present at the meeting – one vote each;
- (b) Territorial Sport Organizations (TSO members) present at the meeting will hold a total of one vote;
- (c) The Executive Director of Sport Yukon may speak to motions, but has no vote at the General and Special General Meetings;
- (d) Associate members may speak to motions but have no vote at General and Special General Meetings;
- (e) The chairperson shall vote only to break a tie

4. Governance

4.1 Composition of the Board

There shall be six (6) Directors and one Past President

4.2 Residency

All Directors must be ordinarily resident in the Yukon

4.3 Board eligibility

- (a) A Director is required to be a member in good standing with an organization who is a member in good standing of Sport Yukon
- (b) Be nineteen (19) years of age or older;
- (c) Have not been declared incapable by a court in Canada or in another country; and
- (d) Not have the status of bankrupt

4.4 Election or appointment of Directors

The Officers and Directors of the Board of Directors cease to hold office when their successors are elected at a General Meeting of Sport Yukon;

- (a) Separate elections shall be made for each position to be filled;
- (b) An election is by ballot unless a nominee is acclaimed;
- (c) If no successor is elected, the position remains vacant until filled by appointment by the Board of Directors in accordance with 4.6 or until the next General Meeting.

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- (d) The position of Past President is not elected;
- (e) There shall be two (2) Officers and the Executive Director which have signing authority;
 - (i) President
 - (ii) Vice-President

4.5 Term

Officers and Directors shall be elected each for a period of two (2) years in accordance with the following schedule:

- (a) In odd-numbered years:
 - (i) President
 - (ii) Two (2) Directors at Large
- (b) In even-numbers years:
 - (i) Vice-President
 - (iii) Two (2) Directors at Large

4.6 Vacancies

The Board may appoint a member to fill a vacancy on the Board that arises as a result of the Director ceasing to hold office before the expiry of the Director's term of office. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

4.7 Removal of Directors

The position of Director shall be considered vacant when:

- (a) A Director fails to attend three (3) consecutive regular Board Meetings, without cause;
- (b) The Director is removed for misconduct for good and sufficient cause after a provisional decision of the Board of Directors or by resolution at its Annual General Meeting.

4.8 Remuneration for being a Director

The Society must not remunerate a Director for being a Director.

4.9 Remuneration of Directors for other than being a Director

The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a Director.

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4.10 Majority of Directors

A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.

4.11 Reimbursement of Expenses

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

5.0 Officers

5.1 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 Secretary/Treasurer or a Secretary and a Treasurer, and such other offices the Board deems necessary. A Director may hold more than one Officer position.

5.2 Duties of Officers

The duties of Officers are as follows:

- (a) The President will be the chair of the Board, will preside at the Annual and Special General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- (b) The Vice-President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Director.

6. Meetings of Directors

6.1 Calling Directors' meeting

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

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6.2 Notice of Directors' meeting

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

6.3 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.

6.4 Quorum of Board Meetings

A majority of the Directors in office constitutes a quorum at any meeting of the Board.

6.5 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 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.

6.6 Resolution with a meeting and without the consent of all Directors

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

7.0 Powers of the Board

Powers of the Society – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

7.1 Empowered – The Board is empowered with the following authority, including but not limited to:

- (a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these Bylaws;
- (b) Make policies and procedures relating to the discipline of members, and have the authority to discipline members in accordance with such policies and procedures;

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- (c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- (d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- (e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- (f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- (g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- (h) Borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and
- (i) Perform any other duties from time to time as may be in the best interests of the Society.

7.2 Decisions of the Board of Directors

- (a) The Board shall reach a decision by majority (50% +1) of the officers and directors present. In the event of a tie, the President shall cast the deciding vote. Voting by proxy or letter will not be accepted
- (b) Any Officer or Director may withdraw from the debate and from taking a decision if there is any risk or possibility of conflict of interest
- (c) The decisions of the Board shall be recorded in the minutes
- (d) The decisions taken by the Board shall come into effect immediately, unless the Board decides otherwise

8. Signing Authority

There shall be two Officers and the Executive Director which have signing authority:

- (a) President
- (b) Vice-President

8.1 Execution of Documents

A contract or other record to be signed by the Society must be signed on behalf of the Society by the President and Vice-President, or by one or more individuals authorized by the Board to sign on behalf of the society.

9. Borrowing

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

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10. Accountant

10.1 Requirement for Accountant

The Society is required to have an accountant. However, since Sport Yukon is 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.

11 Distribution of property before dissolution or on liquidation

Distribution

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

12. Unforeseen Contingencies and Force Majeure

The Board of Directors shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

13. Other

Any dispute concerning the interpretation or application of the Bylaws, and any dispute concerning the rights of members or the powers of a Director or Officer, may be submitted to and decided by arbitration under the Arbitration Act of Yukon