

The new Yukon Societies Act and Regulation came into force on April 1, 2021. As a registered society in the Yukon, CMBC must be in compliance with the new Act by March 31, 2023. The first step in this process is to update our bylaws, in order to meet the requirements of the new act. The bylaw edits listed below will be presented at the upcoming AGM, and membership will vote on the adoption of these updated bylaws. The CMBC Board of Directors invites and encourages membership to review the proposed amendments, and to contact CMBC with any questions or comments you may have. Proposed amendments are listed below with any relevant comments, and are also highlighted for easy reference.

- 1. (k) & (l) – Additions. Suggested provisions that offer clarity on requirements of The Societies Act.
- 2. updated with gender inclusive language.
- 6. - Addition. Ensures we're clear on meeting requirements of The Act.
- 21. - Addition. This sentence is added as a means of implementing the ability to participate by telephone or other communications medium.
- 27. Addition. Offers additional clarity on voting procedures.
- 30. Amendment. Ensures we're clear on meeting requirements of The Act.
- 32(2), (3) & (11). Additions. (2) and (9) are required by The Act, (3) is recommended to clarify (2).
- 35 (2) & (3) – Additions. (2) offers clarity, and the opportunity to remunerate a limited number of board members for services, if and when applicable. CMBC has no immediate plans to employ board members in any capacity. (3) is required by The Act.
- 36 – Addition. Requirement of the Act.
- 37 - CMBC is proposing that this clause be removed all together. This clause is limiting, and rarely applied. Article 35 addresses the remuneration of Board Members, so 37 is unnecessary
- 38 – Addition. Intended to call attention to the conflict of interest provisions of the Act.
- 42(2) – Addition. This sentence is added as a means of implementing the ability to participate by telephone or other communications medium.
- 42(4) – removal of the phrase “within 30 minutes after the time appointed for holding the meeting”
- 60 – Addition. Without the addition of this clause, CMBC will not have the option of waiving financial review should we fall into a Category A Society. Waiving would still need to be voted on by membership.

## Part 1 - Interpretation

- 1.** (1) In these bylaws, unless the context otherwise requires
  - (a)** "directors" means the directors of the society for the time being;

- (b) "ordinary resolution" means a resolution passed by not less than half of the votes cast by the members who voted in respect of that resolution or signed by all the members entitled to vote on that resolution;
  - (c) "Societies Act" means the Societies Act from time to time in force and all amendments to it;
  - (d) "Societies Regulations" means the Societies Regulations from time to time in force and all amendments to them;
  - (e) a "special resolution" means
    - i. a resolution passed by a the vote of not less than 75 per cent of the members voting at a general meeting of which not less than 21 days notice of the resolution has been given or
    - ii. a resolution agreed to in writing by all the members who would have been entitled to vote at a general meeting.
  - (f) "registered address" of a member means the address as recorded in the register of members;
  - (g) "dues" means the annual membership dues;
  - (h) "board meeting" means a meeting of the board of directors;
  - (i) "general meeting" means a meeting of the membership;
  - (j) "annual general meeting" means a meeting of the membership as defined and required in the Act.
  - (k) "Ordinary Resolution" means a resolution passed by simple majority of the votes cast by the Members on that resolution; or consented to in writing, after being sent to all of the Members, by at least 2/3 of the Members.
  - (l) "Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the Members on that resolution; or consented to in writing by all of the Members.
- (2) Words importing the singular shall include the plural, and vice versa, and words importing a particular gender identity shall include all persons.
- (3) The definitions in the Societies Act and in the Societies Regulations apply to these bylaws, except for terms defined in this Part.

## Part 2 - Territorial Limits

- 2.** The territorial limits within which the Society shall operate shall be Yukon.

## Part 3 - Membership

- 3.** The members of the society are the applicants for the incorporation of the society, and those persons or clubs who become members in accordance with these bylaws, and, in any case, have not ceased to be members.

- 4.** A person may apply to the directors for membership in the society, and on acceptance by

the directors and payment of the current dues shall be a member.

**5.** Every member shall uphold the constitution and comply with these bylaws.

**6.** 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.

**7.** The amount of the first dues shall be determined by the directors and after that the dues shall be determined at the annual general meeting of the society.

**8.** All members are in good standing except a member who has failed to pay the current dues or any other subscription or debt due and owing to the society.

**9.** A person shall cease to be a member of the society

(a) annually on December 31st;

(b) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

(c) on death;

(d) on being expelled; or

(e) on being not in good standing for 12 consecutive months.

**10.** A member may be expelled by a special resolution passed at a general meeting if:

(a) the notice of special resolution for expulsion is accompanied by a brief statement of the reason or reasons for the proposed expulsion; and

(b) the member who is subject to the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## Part 4 - Meetings of Members

**11.** General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

**12.** The directors may, when they think fit, convene a special general meeting.

**13.** (1) Notice of a general meeting shall specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.

(2) 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 the meeting.

(3) Notice of a general meeting shall be given to all members 10 days in advance or, if special

business is to be conducted, 21 days in advance of that meeting.

**14.** 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 not exceeding the anniversary month.

**15.** Notice of an annual general meeting shall be given at least 10 days in advance.

## Part 5 - Proceedings at General Meetings

**16.** Special business is:

- (a) all business at a special general meeting except the adoption of rules and,
- (b) all business transacted at an annual general meeting except:
  - 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 auditor, if any;
  - v) the election of directors;
  - vi) the appointment of the auditor, 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.

**17.** Quorum at a general meeting, including at an annual general meeting, is:

- (a) where the number of registered members is 15 or less, at least 3 members;
- (b) where the number of registered members is between 16 and 100, at least 6 members;
- (c) where the number of registered members is between 101 and 200, at least 10 members;
- (d) where the number of registered members is greater than 200, at least 20 members.

**18.** No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

**19.** 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.

**20.** 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.

**21.** 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.

**22.** The president of the society, vice-president, or, in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.

**23.** 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 chair,

the members present shall choose one of their number to be chair.

**24.** (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 provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**25.** (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

- (2) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote which the chair may be entitled as a member and the proposed resolution shall not pass.

**26.** (1) Any voting member in good standing and who is present at a general meeting shall be allowed to vote on the affairs of the society.

- (2) Voting shall be by hands.
- (3) Voting by proxy is not permitted.

**27.** 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.

## Part 6 - Directors and Officers

**28.** (1) The directors may exercise all the power 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, but subject, nevertheless 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.

(2) 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.

**29.** The Board of Directors shall have the authority to employ an Executive Officer of the society who shall employ any such other staff as the Board may deem necessary. The duties of the secretary may be assigned to the Executive Officer at the discretion of the Board of Directors. In this case, the Executive Officer shall carry out all duties and responsibilities of the secretary but shall not be eligible to vote.

**30.** (1) The directors of the society shall consist of the President, Vice-President, Secretary, Treasurer, and Directors at Large: **Directors may act in one or more of these positions, however a minimum of three total board members are required to be acting at any given time.**

(2) The duties of the directors are as follows:

- (a) The president shall be responsible for ensuring that the activities of the society are consistent with the bylaws and any current policies of the society, and shall be responsible for the day-to-day administration of the executive officer, if employed under section 26. As well, the president shall preside at all meetings of the directors and shall cause to be called special meetings of the directors whenever it is deemed necessary.
- (b) In the absence of the president, the vice-president shall perform all the duties of the president.
- (c) The Treasurer shall ensure that:
  - (i) proper accounting procedure is maintained for all deposits and withdrawals of funds of the society;
  - (ii) that financial reports, as required by the Board of Directors for the administration of the affairs of the society, are provided;
  - (iii) accounts and books are kept in the name of the society; and,
  - (iv) accounts are kept at a bank to be selected by the Board of Directors.

- (d) The Secretary shall:
- (i) conduct the correspondence of the society;
  - (ii) issue notices of meetings of the society and directors;
  - (iii) keep minutes of all meetings of the society and directors;
  - (iv) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (v) maintain the register of members.
- (e) A maximum of six Director(s) at Large may sit as a director with no specific responsibilities, or they may have roles as decided by the directors, including but not limited to the following:
- (i) the Director of Communications, to whom the Secretary may delegate some of its obligations in respect of correspondence and notice;
  - (ii) the Director of Downhill, who is responsible for coordinating access to trails at Mount Sima and downhill events;
  - (iii) the Director of Recreation, who is responsible for the coordination of group rides; and
  - (iv) the Director of Trails, who is responsible for the society's building and maintenance of trails, including obtaining any relevant authorizations and funding.

**31.** In the absence of the Secretary or Executive Officer for a meeting, the directors shall appoint another person to act as secretary at that meeting.

**32.** (1) The directors shall cease to hold office upon the election of a successor at the annual general meeting.

(2) The maximum term of office of a director is four (4) years

(3) At the end of a Director's term of office, the Director may be re-elected or re-appointed for another term.

(4) Separate elections shall be held for each office to be filled.

(5) The nominees for each office must be members in good standing.

(6) Nominations for directorship shall be called for at the annual general meeting. Nominations may be in person or in writing, if signed by both the nominee and the nominator and submitted at the call for nominations at the annual general meeting. Both the nominee and the nominator must be members in good standing.

(7) An election may be by acclamation if only one nomination was received at the annual general meeting of the society; otherwise it shall be by a show of hands.

(8) If no successor is elected, the person previously elected or appointed continues to hold office.

(9) The directors may at any time and from time to time appoint an individual or group member in good standing to fill a vacancy in the Board of Directors.

(10) If a director resigns from office, or otherwise ceases to hold office, the remaining directors shall appoint a new director.

(11) At least one of the Directors must be ordinarily reside in Yukon

**33.** No act or proceeding of the directors is invalid only because there are less than the prescribed number of directors in office.

**34.** The members may by special resolution at a general meeting remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.

**35.** No director shall be remunerated for being or acting as a director.

(1) A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

(2) The Society may, subject to the Act and these Bylaws, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

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

**36.** The first Directors are the individuals who are designated as the Society's Directors on the first statement of directors filed in respect of the Society. The first Directors hold office until the close of the first annual General Meeting. At the first annual General meeting and at each succeeding annual General meeting at which an election of Directors is required, Directors are elected by Ordinary Resolution of the Members.

**37.** Directors may be provided an honorarium, calculated as a set fee or as a percentage of event profits or as a combination of both, for acting as the coordinator of an event planned on behalf of the society for 100 or more participants.

**38.** Directors have an obligation to comply with the conflict of interest provisions under the Act.

## Part 7 - Indemnification of Directors

**39.** The Society will indemnify and defend out of the funds of the Society each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duty of a Director or Officer.

**40.** The Association will not indemnify or defend a Director, Officer or any other person for acts of fraud, dishonesty or bad faith.

**41.** The Association shall purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

## Part 8 - Proceedings of Directors

**42.** (1) The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

(2) 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.

(3) 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. [SEP]

(4) The president shall chair 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 then a vice-president shall act as chair. If none of the above is present, the directors may choose one of their number to be chair at that meeting.

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

**43.** (1) The directors may delegate any, but not all, of their powers to a director or directors on committees consisting of a director or directors and members of the society as they see fit. A committee so formed shall serve only in an advisory capacity to advise the director or directors that formed the committee.

(2) 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 next after it has been done.

**44.** A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair 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 chair of the meeting.

**45.** The members of a committee may meet and adjourn as they think proper.

**46.** Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes, and at all other committee meetings by the director or a majority of votes of the directors that set up the committee. In the event of a tie vote, the President shall decide in all cases.

**47.** No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

**48.** A resolution in writing, signed by all the directors, or agreed to by email 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 9 - Borrowing

**49.** 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 by the issue of debentures.

**50.** No debenture shall be issued unless authorized by a special resolution.

**51.** The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## Part 10 – Professional Accountant

**52.** This part applies only where the society is required or has resolved to have a Professional Accountant.

**53.** The first Professional Accountant shall be appointed by the directors

**54.** At each annual general meeting, the society shall appoint a Professional Accountant to hold office until they are re-elected or a successor is elected at the next annual general meeting.

**55.** A Professional Accountant may be removed by ordinary resolution.

**56.** A Professional Accountant shall be promptly informed in writing of appointment or removal.

**57.** The director may appoint a Professional Accountant to fill a vacancy occurring in that office between one annual general meeting and the next.

**58.** No director and no employee of the society shall be Professional Accountant.

**59.** The Professional Accountant may attend general meetings.

**60.** If the Society is a Class A society, the Society is required to have an accountant. However, the 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.

## Part 11 - Notices to Members

**61.** In these bylaws, written notice shall mean notice which is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Society, Director or Member, as the case may be.

**62.** A notice sent

- (a) by mail shall be deemed to have been given on the fourth 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 Canadian post office receptacle, or
- (b) by e-mail shall be deemed to have been given immediately upon sending, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed to the intended recipient's email address as provided in the member's application for membership in the society.

**63.** (1) Notice of a general meeting shall be given to:

- (a) every member and affiliated member shown on the register of members on the day notice is given; 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

**64.** 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 Yukon societies as is determined by a special resolution.

## Part 13 - Changing Bylaws

**65.** (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.

**66.** The bylaws shall be posted on the society website.

## Part 14 - Other

**67.** Any member may examine the records of the society at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

**68.** 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*.

**69.** The society has elected not to adopt a corporate seal.