

# **SOCIETIES ACT**

## **BYLAWS OF CYCLING ASSOCIATION OF YUKON (the “Society”)**

### **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) “Member” means (1) an incorporator of the Society who remains a member of the Society; and (2) a person who becomes, in accordance with these Bylaws, a member of the Society and who remains a member of the Society.
- (h) “Officer” means an individual appointed as an officer of the Society in accordance with the Act.
- (i) “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.
- (j) “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.

#### **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 subject to any exceptions set out in the Act.

#### **1.4 Act Applies**

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

## **2. Members**

### **2.1 Admission of Members**

A person may apply to the Board for membership in the Society. The person becomes a Member of the Society on the Board's acceptance of the application and receipt of payment of membership dues, if any.

### **2.2 Rights of Members**

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.

### **2.3 Duties of Members**

Every Member must uphold the Constitution and comply with these Bylaws.

### **2.4 Classes of Members**

There shall be two classes of members in the Society, namely, Class A members and Class B members. The following conditions of membership shall apply:

(a) Class A Members

Class A membership shall be available only to individuals who pay membership dues that include general liability insurance fees who have applied and have been accepted for Class A membership in the Society

Each Class A membership is entitled to receive notice of, attend, and vote at all meetings of members, and be elected to office. Each Class A member shall be entitled to one (1) vote at such meetings.

(b) Class B Members

Class B membership shall be available to all individuals who pay membership dues which do not include general liability insurance fees and who have applied and have been accepted for Class B membership in the Society.

Each Class B membership is entitled to receive notice of, attend, and vote at meetings of the members of the Society, but may not be elected to office. Each Class B member shall be entitled to one (1) vote at such meetings.

A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

## **2.5 Affiliate Clubs**

The Directors of any clubs or organizations affiliated with CAY must hold a Class A membership

## **2.6 Membership Dues**

The amount of membership dues, if any, and the due date for payment of such dues, shall be determined by the Board.

## **2.7 Termination of membership**

A person's membership in the Society is terminated:

- (a) When the person has failed to pay annual membership dues, if any, when due; and
- (b) In any of the other circumstances set out in the Act.

## **2.8 Discipline and expulsion of Member**

A Member may be disciplined or expelled from the Society in accordance with the Act.

# **3. General Meetings of 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

## **3.2 Notice of General Meetings**

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.

### **3.3 Quorum for General Meetings**

A quorum at any General Meeting shall be 15 Members.

### **3.4 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.

### **3.5 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.

Members present at an adjourned meeting constitute quorum.

### **3.6 Quorum at Continuation of Adjourned General Meeting**

The Members present at a General Meeting constitute a quorum for the purposes of the meeting if the meeting is a continuation of a General Meeting that was adjourned because a quorum was not present and a quorum is again not present at the continuation meeting.

### **3.7 Attendance at General Meeting by telephone or other communications medium**

Members may participate in a General Meeting by telephone or other communications medium if all persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other during the meeting. 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.

### **3.8 Methods of voting by members in attendance at General Meeting**

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.

### **3.9 Proxies**

Voting by proxy is not permitted. 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.

### **3.10 Result of Vote**

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 Board shall at all times be composed of a minimum of 3 Directors and a maximum of 8 Directors, and the Members at a General Meeting shall by Ordinary Resolution determine the fixed number of Directors from time to time.

### **4.2 Residency**

At least three of the Directors must be ordinarily a resident in Yukon.

### **4.3 Board Qualifications**

Directors must meet the qualification requirements set out in the Act. Additionally, a Director is required to be a Class A Member of the Society as defined in Section 2.4 of these bylaws.

### **4.4 Election or appointment of Directors**

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.

Members of the Society may only put forward the names of Class A Members to be elected to office.

## **4.5 Term**

At the first Annual General Meeting following the adoption of these bylaws, Directors will be elected for either 1- or 2-year terms.

### **(a) One-Year Terms**

There shall be the lesser of half or the majority of Director positions whose terms of office end at the close of the second annual General Meeting after the Director's election or appointment

### **(b) Two-Year Terms**

There shall be greater of half or the minority of Director positions whose terms of office end at the close of the third annual General Meeting after the Director's election or appointment

At each subsequent General Meeting, Directors will be elected for 2-year terms whose terms of office end at the close of the second annual General Meeting after the Director's election or appointment.

Notwithstanding anything else in these Bylaws, the maximum term of office of a Director is six (6) consecutive years.

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

## **4.6 Vacancies**

The Directors 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, except where the Director was removed from office in accordance with these Bylaws and 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 Special Resolution of the Members. If a Director is removed from office by Special Resolution of the Members, the Members may elect or appoint an individual by Ordinary Resolution to serve as Director for the balance of the term of the Director who was removed.

## **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 and these Bylaws, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

#### **4.10 Majority of Directors may not be employed by Society**

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, other than remuneration for being a Director if such remuneration is possible under these Bylaws.

#### **4.11 Reimbursement of Expenses**

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

#### **4.12 Conflicts of Interest**

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

### **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 majority of the Directors in office 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 with consent of all Directors**

The Directors may pass a Directors' resolution without a meeting if all Directors consent in writing to the resolution.

# **6. Officers**

## **6.1 Appointment of Officers**

The Board shall, as often as may be required, 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 the Society's 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.

## **8. Borrowing**

### **8.1 Borrowing powers**

The Society may, as determined by the Directors:

- (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, 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.

## **10. Restricted Activities and Powers**

The Society must not carry on any activity or exercise any power in a manner contrary to its purposes or these Bylaws.

## **11. Alterations**

The Society may alter these Bylaws by Special Resolution of the Members. The alteration takes effect when the altered Bylaws are filed with the registrar of societies.

## **12. Distribution of property before dissolution or on liquidation**

### **12.1 Distribution**

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