

YUKON CHAPTER-CANADIAN PARKS AND WILDERNESS SOCIETY Constitution & Bylaws

Approved and Submitted to YG Corporate Affairs - June 2018

CONSTITUTION ARTICLES

A. SOCIETY NAME

The name of the society shall be the YUKON CHAPTER-CANADIAN PARKS AND WILDERNESS SOCIETY. The name may be abbreviated to CPAWS Yukon for communication purposes.

B. SOCIETY PURPOSE/ OBJECTIVE

1. The objective of the Society is to preserve vast tracts of the Yukon's most beautiful and ecologically important forests, waters, mountains and wetlands for all. In a world that is rapidly losing its wilderness, we want conservation to be a pillar in the Yukon so that our rich wildlife and diverse landscapes receive the protection they deserve. We support fair and democratic land-use planning that respects the rights of Yukon First Nations, engages all Yukoners and recognizes the importance of protected areas as a means to promote ecological integrity and a sustainable future for the Yukon.

C. OPERATIONS LOCATION

1. The operations of the Society are to be chiefly carried on in the Yukon with the head office in Whitehorse.
2. The registered address of the society is 506 Steele Street, Whitehorse, YT Y1A 2C9.

D. GOVERNING ACT/ REGULATION

The Societies Act (RSY 2002, c.206) and Regulations (O.I.C. 1988/124, 2015/07, and 2015/17), Yukon Territory shall govern the Society.

PART 1

Article 1: Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) “directors” means the director of the society, elected or appointed;
 - (b) “Societies Act” means the *Societies Act* of the Yukon from time to time in force and all amendments;
 - (c) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - (d) “registered address” of a member means the address as recorded in the register of members.
- 1.2 The definitions in the *Societies Act* and in the Societies Regulations apply to these bylaws.

BYLAWS

Article 2: Membership

Member Terms and Admissions

- 2.1 The members of the society are those individuals who are interested in supporting and furthering the purpose/ objectives of the Society, who have completed an annual membership form and who are accepted by the directors. An individual may apply to the directors for membership in the society and on acceptance by the directors shall be a member, but no person who satisfies the criteria for membership shall be denied membership. The criteria to become a member are
- (a) the person shall sign an annual membership form; and
 - (b) the person shall have paid the annual membership fee.

- 2.2 Every member shall uphold the constitution and comply with the bylaws and policies of the Society.

Member Rights and Obligations

- 2.3 Members have the right to attend all meetings of the Society.
- 2.4 Each Member will have the right to vote at all Annual General Meetings and Special General Meetings of the Society and will have the right to be elected as an officer or director.

Member Conditions of Withdrawal

- 2.5 An individual shall cease to be a member of the society
- (a) by delivering a resignation in writing or by email to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on non-payment of annual membership fee; or
 - (c) on death; or

(d) on being expelled.

Member Expulsion

2.6 A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(d) The person shall be considered expelled with a Special resolution vote of three quarters of the members.

Article 3: Meetings

Meetings of Members/ Notice

3.1 There shall be three types of meetings of the Society, namely:

(a) Meetings of the Board of Directors which shall be held generally monthly, no less than six (6) times a year;

(b) An Annual General Meeting (AGM) shall be held after its fiscal year end and no later than the last day of the fourth month after the month in which the society's fiscal year end occurs AND before the last day of the anniversary month of the Society in each year;

(c) Special General Meetings (SGM) may be called at any time during the year by a majority vote of the Directors or by written application from no less than 25% of the members eligible to vote. The application shall be delivered to the Board of Directors and must provide a statement of the business proposed for meeting.

3.2 The directors may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting within 60 days if requested to do so in writing by not less than 25% of the members eligible to vote at the meeting.

3.3 Notice of a general meeting (AGM or SGM) shall be given or sent to each member entitled to vote at the meeting not less than 30 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.

(a) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 30 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.

(b) 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 that meeting.

Proceedings at General Meetings

3.4 (A) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(B) Special business is

(a) at a special general meeting, all business other than the adoption of rules of order; and

(b) at an annual general meeting, all business other than:

(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 professional accountant, if any;

(v) the election of directors;

(vi) the appointment of the professional accountant, 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.

(C) All special business and elections shall be determined by a majority vote of members in attendance. The Chairperson shall read the name of nominees. If there are more nominees than vacancies, voting shall be initiated.

Quorum

3.5. (a) Where a quorum is not present at a meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.

(b) 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.

(c) Quorum for a Board of Directors' meeting shall be 50% plus one of the number of directors.

(d) Quorum for general meetings (AGM or SGM) is 15 registered members or 10% of registered members (whichever number of less).

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

Voting/ Resolutions

3.7 (a) All members in good standing may vote at any General Meeting; but only directors have a vote at a Board of Directors' meeting.

(b) Voting, except for the election of officers or directors, is by a show of hands.

(c) Voting by proxy, teleconference or email is not permitted.

3.8 Resolutions from any general meeting of the Society shall be passed by not less than 75% of members present at such a meeting.

3.9 Resolutions of a meeting of the Board of Directors shall be decided by a simple majority of participating directors unless otherwise required by law.

Article 4: Board of Directors

- 4.1 The Board of Directors shall consist of at least 5, but no more than 10 members of the Society.
 - 4.1.1. One director position will be reserved and remain vacant until filled by a person of First Nations descent.
- 4.2 The directors shall be elected by the general membership of the Society at the annual general meeting.
 - 4.2.1 All directors shall be elected for a term of 1 year.
- 4.3 The Board of Directors must be members in good standing for a period of no less than 30 days prior to the AGM.
- 4.4 Prior to each annual general meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least two Society members.
- 4.5 Nominations for the Board of Directors shall be accepted from the floor at the AGM and by the Nominating Committee of the Board of Directors which shall invite nominations from the membership during the 30 days prior to the AGM.
- 4.6 A director shall be deemed to have resigned if that director ceases to be a member of the Society or if without reasonable cause, that director fails to attend three consecutive meetings or fails to attend 50% of the meetings of the Board of Directors in a calendar year.
- 4.7 The Board of Directors may fill any vacancies on the Board of Directors by appointing any qualified general member of the Society, which member shall continue in office until the next annual general meeting and will enjoy all of the rights and privileges of the other directors.
- 4.8 No director shall receive any fees for their services as a director.
- 4.9 No member of the Board of Directors shall be an employee of the Society.
- 4.10 The members may by special resolution at a special general meeting remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

Article 5: Responsibilities of the Board of Directors

- 5.1 The Board of Directors shall implement the objectives of the Society and manage the affairs of the Society.

- 5.2 The Board of Directors may engage employees and shall fix the remuneration, terms of employment and duties of any such employee.
- 5.3 The Board of Directors may enter into, and fix the terms and conditions of, any contracts deemed necessary by the Board of Directors in carrying out the objectives of the Society.
- 5.4 The Society may borrow, raise and secure re-payment of money pursuant to a special resolution of the Board of Directors. See Article 10.
- 5.5 The Board of Directors may appoint standing committees as required from time to time and all such committees shall report regularly and shall be responsible to the Board of Directors.
- 5.6 The powers and duties of all committees of the Society shall be fixed by the Board of Directors.

Article 6: Executive Officers

- 6.1 At the first Board of Directors meeting following each AGM, the Board of Directors shall elect from among the slate of directors a president, vice-president, a secretary, and a treasurer as Executive Officers.
- 6.2 The term of office for any executive officer shall be one year.
- 6.3 The executive officers and the immediate past president shall form the executive council of the Society in consultation with the Board of Directors. Any and all actions taken by the executive council may be subject to review by the Board of Directors at any meeting of the Board of Directors.

Duties of the Executive Officers

- 6.4 The President shall:
- (i) appoint from the Board of Directors a chairperson to chair each meeting of the Board of Directors and each AGM or SGM of the Society;
 - (ii) submit an annual report of the Board of Directors to the AGM of the Society.
 - (iii) be responsible, in consultation with Board of Directors, for the general supervision and interactions with the Executive Director.
- 6.5 The Vice-President shall act in place of and on behalf of the President in their absence and shall undertake any additional responsibilities and duties as assigned by the Board of Directors.
- 6.6 The Secretary shall be responsible for all books and records (other than financial books and records) kept and maintained by the Society. This person shall be responsible for the keeping and maintenance of:
- (i) a complete set of minutes of all AGMs, SGMs and meetings of the Board of

Directors of the Society;
(ii) a current list of all paid up members of the Society;
(iii) a copy of the constitution and bylaws of the Society.

6.7 The Treasurer shall:

(i) keep the financial records, including books of accounts; and
(ii) render financial statements to the directors, members and others when required.

Article 7: Seal

7.1 The Society will not use a seal.

Article 8: Amendment to Bylaws

8.1 The bylaws of the Society shall not be altered or added to except by way of a Special resolution of the Society.

8.2 Notice of any proposed amendment to the bylaws of the Society shall be given by the Board of Directors to all members of the Society to the last known address of each member at least 30 days prior to the meeting at which the proposed amendment will be considered.

8.3 Special resolution of the Society must be passed by a 75% majority vote of the members present at any general meeting at an AGM or SGM.

Article 9: Dissolution

9.1 In the event of dissolution, all outstanding debts of the Society will be paid in full.

9.2 Any remaining funds will be disbursed to Canadian Parks and Wilderness Society – National office as determined by a special resolution.

9.3 In the event that the National office dissolves at the same time as the Society, the assets will be distributed in the accordance with the direction of a special resolution of the members.

Article 10: Borrowing against or sale of 506 Steele Street, Whitehorse

10.1 The CPAWS Yukon house at 506 Steele Street shall not be borrowed against or encumbered in any way for any amount exceeding 25% of the total appraised value of the building at the time. All funds borrowed against the house must be used solely for purposes in conformity with the objectives of the Society.

- 10.2 In the event of any proposed borrowing against the house in excess of 25% of its value or the proposed sale of the house, the Board of Directors shall notify each member of the Society of such intention and call a general meeting of members. Notice of the meeting and such intended action shall be given to the last known address for each member not less than 30 days prior to the date of the general meeting.
- 10.3 Notwithstanding any of the provisions of this article, the Board of Directors may deal with the borrowing against or sale of the house in any manner whatsoever as directed by the membership pursuant to a Special resolution of the Society passed by a 75% majority vote of the members present at the general meeting called.

Article 11: Professional Accountant

- 11.1 This part applies only where
(a) the Societies Regulations requires the society to have a professional accountant, or
(b) the Society has resolved to appoint a professional accountant.
- 11.2 At each AGM the society shall appoint a professional accountant.
- 11.3 (a) the directors shall appoint a professional accountant to serve until the first AGM.

(b) the directors may appoint a professional accountant to fill a vacancy occurring in that office between one AGM and the next.
- 11.4 A professional accountant may be removed by ordinary resolution.
- 11.5 No director and no employee of the society shall act as the professional accountant.

Article 12: Records

- 12.1 Any member may examine the records of the society
(a) during the 30 minutes prior to the commencement of business at any general meeting;
(b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days' notice;
(c) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.

Article 13: Disputes

- 13.1 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* of the Yukon.