

# CONSTITUTION ARTICLES

## A. SOCIETY NAME

The name of the Society is ELDERACTIVE RECREATION ASSOCIATION.

## B. PURPOSES

The objects and purposes of the society are:

1. To enhance the quality of life for the older adult residents ("Elders") of the Yukon by providing the leadership and support that will assist them to live in independence and dignity;
2. To include all Elders who share an active living lifestyle philosophy regardless of race, religion, gender or physical limitations;
3. To engender a sense of community spirit by providing the opportunity and catalyst for bringing Elders, their families, and the community-at-large together to become involved in active living;
4. To demonstrate the values and abilities of persons 55 years of age and over and create an awareness of their contribution to the Canadian lifestyle;
5. To promote active participation in sport, recreation, cultural, educational and creative activities in all Yukon communities;
6. To pursue any other purposes that enrich the lives of older persons;
7. Be dedicated to the concept of Elders helping Elders help themselves and thereby living fuller and more active and healthy lives.

<p><b>1. Definitions and Interpretation</b></p> <p><b>1.1 Definitions In these bylaws:</b>                  (a) "Act" means the Yukon <i>Societies Act</i> 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.                  (h) "Special Resolution" means a resolution (a) passed by at least 2/3 of the votes cast by the voting members on that resolution, or (b) consented to in writing by all of the voting members.</p>
<p><b>1.2 Definitions in Act</b>                  The definitions in the Act apply to these Bylaws.</p>
<p><b>1.3 Conflict with Act</b>                  If there is a conflict between these Bylaws and the Act, the Act shall prevail.</p>
<p><b>1.4 Act Applies</b>                  These Bylaws are intended to be read in conjunction with the Act.</p>
<p><b>2. Members</b></p> <p><b>2.1 Application for membership</b>                  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.</p>
<p><b>2.2 Duties</b>                  Every member must uphold the Constitution and must comply with these Bylaws.</p>
<p><b>2.3 Classes</b>                  (a) There is only one class of members in the Society. Every member is a voting member.                  (b) All persons 55 years of age or older and who reside in the Yukon Territory or Atlin or Lower Post, British Columbia are eligible to apply for membership.</p>
<p><b>2.4 Membership Dues</b>                  The amount of membership dues, if any, and the due date for payment of such dues, shall be determined by the Board. Payment of membership dues, if any, shall be a condition of membership.</p>
<p><b>2.5 Termination of membership</b>                  A person's membership in the Society is terminated:                  (a) When the person has failed to pay the membership dues, if any, when due; and                  (b) In any of the other circumstances set out in the Act.</p>
<p><b>2.6 Authority to discipline or expel a member.</b>                  Any member of the Society may be disciplined or expelled by a decision of the Board, after following procedures set out in the Act and policy of the Society.</p>
<p><b>2.7 Rights</b>                  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.</p>
<p><b>3. General Meetings of the members</b></p> <p><b>3.1 General Meetings</b>                  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.</p>
<p><b>3.2 Ordinary business</b>                  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.</p>
<p><b>3.3 Notice of General Meeting</b>                  Written notice of the date, time and location of a General Meeting must:                  (a) Be given in accordance with the Act;</p>

<p>(b) Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;</p> <p>(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</p> <p>(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.</p>
<p><b>3.4 Chair of General Meetings</b></p> <p>The following individual shall preside as chair of a General Meeting:</p> <p>(a) The individual, if any, appointed by the Board to preside as the chair;</p> <p>(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:</p> <p>(i) The president, if any;</p> <p>(ii) The vice-president, if any, if the president is unable to preside as the chair; or</p> <p>(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</p> <p>(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.</p>
<p><b>3.5 Quorum for General Meetings</b></p> <p>A quorum for the transaction of business at a General Meeting is the greater of three members or 10% of the members.</p>
<p><b>3.6 Quorum required</b></p> <p>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 a quorum present or until the meeting is adjourned or terminated.</p>
<p><b>3.7 Lack of quorum at General Meetings</b></p> <p>If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:</p> <p>(a) The meeting stands adjourned for 14 days, 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;</p> <p>(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.</p>
<p><b>3.8 Adjournments of General Meetings</b></p> <p>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.</p> <p>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.</p>
<p><b>3.9 Order of business at a General Meeting</b></p> <p>The order of business at a General Meeting is as follows:</p> <p>(a) Elect an individual to chair the meeting, if necessary;</p> <p>(b) Determine that there is a quorum;</p> <p>(c) Approve the agenda;</p> <p>(d) Approve the minutes from the last General Meeting;</p> <p>(e) Deal with unfinished business from the last General Meeting;</p> <p>(f) If the meeting is an annual General Meeting:</p> <p>(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;</p> <p>(ii) Receive any other reports of Directors’ activities and decisions since the previous annual General Meeting;</p> <p>(iii) Elect or appoint Directors; and</p> <p>(iv) Appoint an accountant, if any;</p> <p>(g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;</p> <p>(h) Terminate the meeting.</p>
<p><b>3.10 Attendance at General Meeting by telephone or other communications medium</b></p> <p>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.</p>

<p><b>3.11 Methods of voting by members in attendance at General Meeting</b></p> <p>(1) 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 written ballot or a written ballot is directed by the chair, voting must be by written 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.</p> <p>(2) In the case of a tie vote, the proposed resolution does not pass.</p> <p>(3) In the case of a tie vote in an election, the vote will be repeated until one candidate receives more votes than each of the others.</p>
<p><b>3.12 Proxies</b></p> <p>Voting by proxy is not permitted.</p>
<p><b>3.13 Vote at a General Meeting</b></p> <p>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.</p>
<p><b>3.14 Result of Vote</b></p> <p>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.</p>
<p>4. Directors</p>
<p><b>4.1 Number of Directors</b></p> <p>(a) The Board of Directors shall consist of the Executive Committee plus no more than three (3) two year Directors and no more than three (3) one year Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.</p>
<p>(b) The Executive Committee consists of the following positions:</p> <ul style="list-style-type: none"> <li>(i) President</li> <li>(ii) Immediate Past President</li> <li>(iii) Vice-President</li> <li>(iv) Treasurer</li> <li>(v) Secretary</li> </ul>
<p>(c) It is the responsibility of the Executive Committee to deal with matters of the Society as delegated by the Board of Directors.</p>
<p>(d) The Executive Committee shall have financial signing authority within the scope of their responsibility as determined and delegated by the Board.</p>
<p><b>4.2 Residency</b></p> <p>Each Director is required to be resident in the Yukon Territory or Atlin or Lower Post, British Columbia. There must at all times be at least one Director who is ordinarily resident in the Yukon Territory.</p>
<p><b>4.3 Board eligibility (Membership)</b></p> <p>A Director is required to be a member of the Society and not be excluded from qualification as indicated in the Act.</p>
<p><b>4.5 Term</b></p> <ul style="list-style-type: none"> <li>(a) Directors are elected at each annual General Meeting. A Director’s term of office ends at the close of the annual General Meeting at the end of their term.</li> <li>(b) The President and Secretary shall be elected for a 2 year term in odd numbered years.</li> <li>(c) The Vice President and Treasurer shall be elected for a two year term in even numbered years.</li> <li>(d) No Director may serve as a Director for more than eight consecutive years.</li> <li>(e) No Director shall hold the office of President, Vice President, Treasurer, or Secretary longer than two (2) consecutive terms for any position.</li> <li>(f) The term for the immediate Past-President shall be one year.</li> </ul>
<p><b>4.6 Vacancies</b></p> <ul style="list-style-type: none"> <li>(1) 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 the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor</li> <li>(2) If a vacancy remains following elections at the annual General Meeting, the Directors may appoint one or more additional Directors to fill a vacancy on the Board to hold office for a term expiring not later than the close of the next annual General Meeting, but the total number of Directors so appointed must not exceed one-third of the number of Directors elected at the previous annual General Meeting.</li> </ul>

<p><b>4.7 Removal of Directors</b> A Director may be removed from office by Special Resolution of the members. Another Director may be elected by ordinary resolution to serve during the balance of the term.</p>
<p><b>4.8 Remuneration for being a Director</b> The Society must not remunerate a Director for being a Director.</p>
<p><b>4.9 Remuneration of Directors for other than being a director</b> 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, except as the accountant for the Society if required in the Act.</p>
<p><b>4.10 Majority of Directors may not be employed by Society</b> A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.</p>
<p><b>4.11 Reimbursement of Expenses</b> The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a Director.</p>
<p><b>4.12 Powers of Directors</b>  In order to carry out the purposes of the Society, the Directors may: (a) Hire or otherwise employ persons to assist the Society in the fulfillment of its objects and purposes. (b) Enter into any arrangements with any governmental authority, municipality, local or otherwise, that may seem conducive to the Society objects.</p>
<p>5. Meetings of Directors</p>
<p><b>5.1 Calling Directors’ meeting</b> (a) The Directors may meet at any location in Yukon and in any manner as determined by the Directors. (b) The Executive Committee shall meet as and when deemed necessary by the Executive Committee members. Quorum for Executive Committee meetings shall be three (3) members of the Executive Committee.</p>
<p><b>5.2 Notice of Directors’ meeting</b> At least two days’ notice of a Directors’ meeting must be given, unless all the Directors agree to a shorter notice period.</p>
<p><b>5.3 Regular Board meetings</b> 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.</p>
<p><b>5.4 Quorum of Board meetings</b> (a) A majority of the Directors in office constitutes a quorum at any meeting of Directors. (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.</p>
<p><b>5.5 Board meetings may be held by electronic means</b> 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.</p>
<p><b>5.6 Resolution without a meeting and without the consent of all Directors</b> The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.</p>
<p>6. Officers</p>
<p><b>6.1 Officers</b> The Officers of the organization are the following positions: (i) President (ii) Vice-President (iii) Secretary (iv) Treasurer (v) Immediate Past President</p>
<p><b>6.2 Duties of Officers</b> The Officers shall have the following duties and powers associated with their positions:  (a) The president is the chair of the Board, presides over meetings of the Executive Committee, the Board and meetings of members, if appointed pursuant to 3.4 and is responsible for supervising the other Directors in the execution of their duties.</p>

<p>(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.</p>
<p>(c) The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"><li>(i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;</li><li>(ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and</li><li>(iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.</li></ul> <p>In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.</p>
<p>(d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:</p> <ul style="list-style-type: none"><li>(i) Receiving and banking monies collected from the members or other sources;</li><li>(ii) Keeping accounting records in respect of the Society's financial transactions;</li><li>(iii) Preparing the Society's financial statements; and making the Society's filings respecting taxes; and</li><li>(iv) Disbursing funds as needed by the Board.</li></ul>
<p>(e) The Immediate Past President shall:</p> <ul style="list-style-type: none"><li>(i) Act in advisory capacity.</li><li>(ii) Assume any other duties as the President may assign.</li></ul>

**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**

- (1) The Board may borrow and issue debt obligations to any person for any consideration, subject to any restriction(s) members place on the borrowing powers of the Board through ordinary resolution.
- (2) Any restriction expires at the next annual General Meeting.

**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.