

SOCIETIES ACT

Class A Society or Class B Society Sample Basic Bylaws

Section 12(2) of the *Societies Act* requires that a society have bylaws that contain provisions respecting the internal affairs of the society.

This sample bylaw set contains all critical provisions set out by the Act, and also lays out options for societies to choose from.

As of January 2023, this set has been updated to include two new options for societies: one that allows them to create more than one class of membership, and another that allows directors to add directors to the board outside of filling a vacancy.

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SOCIETIES ACT

BYLAWS OF [*insert name of society*] (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

Option 1 (*One class of 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 is only one class of Members in the Society.

Option 2 (*Two classes of 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 for Class A or Class B membership and receipt of payment of membership dues, if any.

2.2 Rights of Members

Class A Members shall have the 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.

Class B Members shall have the rights afforded to members under the Act and these Bylaws, but shall not have the right to vote or 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 of the Society, namely, Class A Members and Class B Members.

Class A membership shall be available only to: _____ .

Class B membership shall be available only to: _____ .

2.5 Membership Dues

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

2.6 Termination of membership

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.

2.7 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 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 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

- Option 1** (*Majority for quorum*)

A quorum at any General Meeting shall be the greater of: 1) a majority of the Members; or 2) three Members.

- Option 2** (*Determine the percentage of the membership required for a quorum*)

A quorum at any General Meeting shall be the greater of: 1) _____% of the membership; or 2) three Members.

- Option 3** (*Determine the number of Members required for a quorum, which must not be less than three Members*)

A quorum at any General Meeting shall be _____Members.

- Option 4** (*Default if not otherwise provided in the Bylaws*)

A quorum at any General Meeting shall be three 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.

- Optional** (*Members present at a Adjourned General 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

- Option 1** (*no proxy voting*)

Voting by proxy is not permitted.

- Option 2** (*proxy voting permitted*)

A Member may vote by proxy by appointing in writing a proxyholder, who must be a Member, to attend and act at the General Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the Member, subject to the following requirements:

- (a) a proxy is valid only at the General Meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member may revoke a proxy by notice in writing to the Board at any time; and
- (c) the form of proxy shall be in a form approved by the Board.

3.10 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.

3.11 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

- Option 1** (*Minimum and maximum number in Bylaws and number fixed by the Members*)

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

- Option 2** (*Number fixed by Bylaws and must be more than three (3) Directors*)

The number of Directors shall be _____ Directors.

4.2 Residency

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

4.3 Board Qualifications

- Option 1** (*Directors are required to be Members*)

Directors must meet the qualification requirements set out in the Act. Additionally, a Director is required to be a Member of the Society.

- Option 2** (*Directors are not required to be Members*)

Directors must meet the qualification requirements set out in the Act. A Director is not required to be a member of the Society.

4.4 Election or appointment of Directors

- Option 1** (*Directors are elected by Ordinary Resolution of the Members*)

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.

- Option 2** (*Directors may appoint additional Directors*)

4.5 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. The Directors may appoint one or more additional Directors 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.

4.6 Term

- Option 1** (*One Year Term*)

A Director's term of office ends at the close of the next annual General Meeting after the Director's election or appointment.

- Option 2** (*Two Year Term*)

A Director's term of office ends at the close of the second annual General Meeting after the Director's election or appointment.

- Option 3** (*Three Year Term*)

A Director's term of office ends at the close of the third annual General Meeting after the Director's election or appointment.

- Option 4** (*Four Year Term*)

A Director's term of office ends at the close of the fourth 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 four (4) years.

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

4.7 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.

4.8 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.

4.9 Remuneration for being a Director

Option 1 (*No Remuneration*)

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

□ **Option 2 (May be remunerated)**

The Society may remunerate a Director for being a Director, subject to such remuneration being approved by Special Resolution of the Members and subject to any condition, limitation or prohibition on the payment provided for in the Act, including without limitation, the reporting requirements

4.10 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.

4.11 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.

4.12 Reimbursement of Expenses

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

4.13 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

Option 1 (*Borrowing by approval of Members*)

The Society may, subject to approval by Ordinary Resolution of the Members at a General Meeting:

- (a) Borrow money; and
- (b) Issue debt obligations to any person and for any consideration.

Option 2 (*Borrowing by approval of Board*)

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.