



# **Association of Yukon Communities**

## **Constitution and Bylaws**

**May 2020**

**Association of Yukon Communities  
Procedural By-law no. 2018-001**

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**ASSOCIATION OF YUKON COMMUNITIES  
BYLAW NO. 2018-001**

**BEING A BY-LAW TO GOVERN THE CONDUCT AND MANAGEMENT OF  
THE AFFAIRS OF THE ASSOCIATION OF YUKON COMMUNITIES**

**WHEREAS**, The Association of Yukon Communities (AYC) is an Incorporated entity recognized under the *Societies Act* and its *Regulations* of the Government of Yukon; and

**WHEREAS**, AYC advocates on behalf of all municipalities and associate local advisory councils of the Yukon Territory; and

**WHEREAS**, It is desirable to establish a framework for local governments which provides for the development of safe, healthy and orderly communities, and to further the establishment of responsible government at the community level in providing a united approach to community ambitions and objectives; and

**WHEREAS**, To advance the ambitions and objectives of its Member communities by developing a shared vision of the future, by representing Members in matters affecting them or the common welfare of their communities; and

**WHEREAS**, The Association wishes to provide programs and services of common interest to its Members as well as providing a voice to and liaise with the Federation of Canadian Municipalities; now therefore be it

**RESOLVED, THAT THE ASSOCIATION OF YUKON COMMUNITIES ENACT AS FOLLOWS:**

**Article I  
INTERPRETATION**

**Defined:**

- 1.1 **Act**, shall mean the *Societies Act*, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time.
- 1.2 **Articles**, shall mean the articles of continuance of The Association of Yukon Communities, as amended from time to time.
- 1.3 **Association**, shall mean The Association of Yukon Communities also known as AYC, established under the *Societies Act*.

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- 1.4 **Associate Members**, shall mean Local Advisory Councils within any hamlet, unincorporated community, First Nations or regional structure, situated in the Yukon Territory as defined by the *Municipal Act*.
- 1.5 **Board**, shall mean the Board of Directors of The Association.
- 1.6 **Committee Members**, shall mean elected officials or staff serving on any committee.
- 1.7 **Director**, shall mean an elected member appointed to sit on the Board of The AYC.
- 1.8 **Elected Official**, shall mean a person who holds an elected office in a municipal association.
- 1.9 **Executive Committee**, shall mean Board Members who were elected by the Members to assume the responsibilities of Officers of The AYC.
- 1.10 **Executive Director**, shall mean the person appointed by the Executive Committee responsible for all Administrative duties of The AYC. This position also serves as an ex-officio to hold the offices of Secretary and Treasurer, which offices may be delegated to other staff members.
- 1.11 **Ex-Officio**, shall mean by virtue of office or position and carries with it the right to fully participate in all committee meetings, but does not count towards a quorum and has no voting right.
- 1.12 **Financial Fiscal Year**, shall be the current and forecasted budget year of The Association starting February 1<sup>st</sup> and ending January 31<sup>st</sup>.
- 1.13 **General Meetings**, shall mean every general meeting other than an annual general meeting is a special general meeting.
- 1.14 **Members**, shall be a municipality comprised of towns, villages, cities and rural government communities in the Yukon Territory as defined by the *Municipal Act*.
- 1.15 **Municipal Act**, shall mean the Municipal Act (Chapter 154) of the Yukon Territory and its Regulations.
- 1.16 **Municipality**, shall mean any part of the Yukon established as a city, town or village as defined under the *Municipal Act*

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- 1.17 **Local Advisory Council, or (LAC)** shall mean any area in the Yukon established by the Commissioner in Executive Council as a local advisory area under Division 5 of the *Municipal Act* and includes a hamlet.
- 1.18 **Officer**, shall mean an elected Member of a municipality elected to sit on the Executive Board of The AYC, as President, First Vice-President, Second Vice-President, Immediate Past President (or) Vice-President at Large.
- 1.19 **Special Resolution**, shall mean a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.20 **Yukon First Nation**, shall have the same meaning as in *An Act Approving Yukon Land Claim Final Agreements*.

**ARTICLE II  
MEMBERSHIP**

**2. Membership**

The AYC shall draw its membership from within the Yukon Territory and its operations will primarily be limited to the Yukon Territory save for the participation by The AYC in extra-territorial municipal associations and federations and extra-territorial training programs.

<b>ASSOCIATION OF YUKON COMMUNITIES</b>					
<b>Municipality</b>	<b>Members</b>	<b>Number Elected</b>	<b>Associate Members</b>	<b>Local Advisory Council</b>	<b>Numbers Elected</b>
City of Whitehorse	#1	7	Marsh Lake Local Advisory Council	#1	5
Town of Dawson City	#2	5	South Klondike Local Advisory Council	#2	5
Town of Faro	#3	5	Tagish Local Advisory Council	#3	5
Town of Watson Lake	#4	5	Hamlet of Mount Lorne	#4	5
Village of Carmacks	#5	5	Hamlet of Ibex Valley	#5	5
Village of Haines Junction	#6	5			
Village of Mayo	#7	5			
Village of Teslin	#8	5			

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**2.1 Membership Application**

All applications for membership to The AYC, shall be submitted to the President or the Executive Director of AYC. Upon payment of the prescribed fees, the requirements as prescribed by Article 2.2, the applicant shall receive a copy of the By-laws of AYC (also known as Constitution) and be enrolled as a Member or Associate Member of The AYC.

**2.2 Annual Fees**

Annual membership fees shall be as follows:

**2.2.1 Members Fee**

Members Fee shall be set at one percent (1%) of the Comprehensive Municipal Grant received by each Member annually.

**2.2.2 Associate Members Fee**

Fees for Associate Members shall be determined by the Members at the Annual General Meeting of The AYC.

**2.2.3 Payment due date**

All Membership fees shall be paid in full by July 31<sup>st</sup> annually.

**2.2.4 Payment Instalments**

A municipality may choose to pay membership fees at the rate of fifty percent (50%) by January 31<sup>st</sup> annually and fifty percent (50%) by July 31<sup>st</sup> annually.

**2.2.5 Arrears of Payment**

Members, whose membership dues are in arrear, shall be advised of the arrears payment on three (3) separate occasions, in writing by the AYC.

- (1) The first letter sent by The AYC shall advise the Member Council of the said arrears;
- (2) The second letter, sent out thirty (30) days following the first letter, shall advise the Member Council of possible termination of membership, should the required fees not be received by a date stated; and
- (3) The third and final letter, sent out thirty (30) days following the second letter shall advise of the termination of the membership.

**2.2.6 Termination of Membership**

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Following the third letter, the Board of Directors of AYC shall further pass a motion at the next available Board of Directors meeting confirming the termination of the membership in question.

**2.2.7 Membership withdrawal**

Any Member or Associate Member, may withdraw from membership in AYC by submitting a written notice of withdrawal to the President or Executive Director and upon discharging any lawful liabilities upon the books of The AYC against such Member, or Associate Member at the time of withdrawal.

**2.3 Reinstatement of Membership**

Any Member or Associate Member that has withdrawn or forfeited its membership in the AYC, shall be reinstated upon complying with the provisions of Section 2.2 and upon payment of the current fees and any outstanding liabilities in its name upon the books of The AYC.

**2.4 Rights of Members to:**

- 2.4.1 Elect and to be elected into various posts and/or functions of The AYC.
- 2.4.2 Participate actively and constructively during general meeting sessions.
- 2.4.3 Be informed of The AYC activities by the Executive Board, make propositions and participate in finding solutions to problems faced by The AYC.
- 2.4.4 Receive support, on conditions of having addressed all dues and obligations, as it is written within The AYC By-laws and policies.
- 2.4.5 Represent The Association by virtue of the powers conferred to them by The Association or in exceptional cases, such as time constraints, by the Executive Board.
- 2.4.6 On being admitted to membership, The Association shall give to the Member, without charge, a copy of the Constitution and By-laws of The Association.

**ARTICLE III  
OFFICERS**

**3. The Officers**

The Officers of The Association of Yukon Communities, all of whom are elected at large, shall be the President, The First Vice-President, the Second Vice-President, the Immediate Past President or, if there is no Immediate Past President who is able and willing to hold that office, a Vice-President at Large in lieu of the Immediate Past President, and the Executive Director. The Executive Director shall as *ex-officio* also fulfill the duties associated with a Secretary and Treasurer, but with no voting rights.

With the exception of the Executive Director (including his or her offices of Secretary and Treasurer), **only** Elected Municipal Officials are eligible to be the Officers of The Association of Yukon Communities. If an Officer ceases to hold such an office, his or her position as an Officer of The Association shall automatically be vacated.

**3.1 Duties of Officers**

3.1.1 **President:** The President is the Chief Executive Officer, but shall be Chair of the Board and shall, if present be the Chair at all meetings of the Board, of the Members and of the Executive Committee. The President shall perform such other duties as are contained in this By-law and as may from time to time, be directed by the Board or by the Executive Committee.

3.1.2 **First Vice-President:** During the absence or incapacity of the President, the First Vice-President shall be vested with all the powers and shall perform all duties as are contained in this By-law and as may from time to time be directed by the President or by the Executive Committee. The First Vice-President shall sit on the Resolutions Committee and shall assume the responsibilities of Chair.

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- 3.1.3 **Second Vice-President:** During the absence or incapacity of the First Vice-President, the Second Vice-president shall be vested with all the powers and shall perform all the duties of the First Vice-President. The Second Vice-President shall perform such other duties as are contained in this By-law and may, from time to time, be directed by the President or by the Executive Committee.
- 3.1.4 **Immediate Past President and the Vice-President at Large:** The Immediate Past President or the Vice-President at Large, as the case may be, shall perform such other duties as are contained in this By-law and may from time to time, be directed by the President or by the Executive Committee. The Immediate Past President or the Vice-President at Large shall be a Member of the Nomination Committee and shall assume the responsibilities of Chair.
- 3.1.5 **The Executive Director** shall
- (a) Any person may be appointed to the position of the Executive Director (with no voting rights) by the Executive Committee of The AYC and remain in the position at the pleasure of the Executive. The Executive Director, shall as “*ex-officio*” also fulfill the duties associated with a Secretary and Treasurer position, which duties may also be delegated to other staff members;
  - (b) Have charge of the Minute Books and files of The AYC;
  - (c) Provide The Association with such bond for the faithful performance of his or her duties as The Association may require, and no Officer or Director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided;
  - (d) Have the sole administrative and management responsibility of The Association. In this capacity, the Executive Director shall assume full general management responsibilities of the operations of The Association, within policy guidelines defined by the Board and or the Executive Committee, and shall report to the Board and to the Executive Committee;

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- (e) Supervise and inspect the conduct of all employees of The Association in the performance of their duties and, shall be empowered to employ, discipline and discharge employees of The Association. The Executive Director will subsequently report to the Executive Committee on any such action;
- (f) Consider and make recommendations to the Executive Committee on all matters concerning the carrying out of the management and administrative activities of The Association;
- (g) Cause to be carried out and enforced within a reasonable time all lawful orders, resolutions and policy decisions of the Board and of The Executive Committee including the progressive implementation of Association policies as may be expressed from time to time in those documents incorporating Association policy;
- (h) Attend at meetings of Committees of The Association when required by the Chair of a Committee or when the Executive Director deems it advisable; and
- (i) Have such other responsibilities as are provided for in this by-law and as are from time to time directed by the Board or by the Executive Committee.

**3.1.6 The Secretary shall**

- (a) **Secretary keeping records** - Prepare and transmit notices to all Members in the case of meetings of the Members and to all Directors, in the case of meetings of the Board, attend all of those meetings and keep a correct record as minutes of all proceedings thereat;
- (b) **Secretary distributing records** - Have responsibility to ensure that the Minutes of each Board, Executive or Committee meetings are prepared and retained and he or she shall distribute a copy of such minutes to each Executive Committee Member by no later than the provision of notice for the next Executive Committee meeting and to the Board by no later than the provision of notice for the next Board meeting;

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- (c) **Secretary custody of records** Conduct the preparation and custody of documents relative to meetings, minutes and records of AYC;
- (d) **Documents - Kept at Office Secretary distributing records**  
All such documents shall be held at 140-2237 Second Avenue, Whitehorse, Yukon, Y1A 0K7, known as the offices of The AYC. The minutes of meetings shall also be posted on line at [www.ayc-yk.ca](http://www.ayc-yk.ca);
- (e) **Review records**  
Any Member may examine the records of The Association review any public records at the AYC Office anytime during normal business hours; and
- (f) **Absence of Secretary**  
In the absence of the secretary from the meeting, the Directors shall appoint another person to act as secretary at that meeting.

**3.1.7 The Treasurer shall**

- (a) **Charge of funds** - Have charge of the funds of The Association and shall keep full and accurate accounts of all receipts and disbursements of The Association in proper books of account. The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of The Association in the bank or banks designated by the Board;
- (b) **Signing of documents** - Sign and/or countersign any and all banking instruments requiring signatures;
- (c) **Financial controls** - Ensure that appropriate financial controls are in place for the receipt and disbursement of the funds of The Association;
- (d) **Audited financial statements** - Prepare and present the audited financial statements of The Association for the preceding Financial Year at the Annual General Meeting;
- (e) **Budget proposed date** - Not later than September 30th of any year, the Executive Director shall present a proposed provisional budget for the following fiscal year to the Board of Directors for review and discussion;

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- (f) **Budget presentation** - At the final Board meeting of the year, the Executive Director shall present a draft final budget for the following fiscal year to the Board of Directors for approval. The Board of Directors may in any year appoint an auditor of The AYC who shall be auditor of the AYC until such time as they are replaced or their appointment is otherwise terminated.

**ARTICLE IV  
BOARD OF DIRECTORS**

**4. Board of Directors**

There shall be a Board of Directors of The Association, which shall manage or supervise the management of the activities and affairs of The Association. The Board shall consist of those persons appointed as Directors as provided for within this Article.

**4.1 Eligibility**

Only elected officials of Municipalities or Local Advisory Councils are eligible to be Directors. If a Director ceases to hold such an office, his or her position as a Director shall thereupon automatically be vacated.

**4.2 Composition of Board of Directors**

There shall be a Board of Directors for The AYC and it shall be composed of the following elected Directors:

- Two (2) directors from each city,
- One (1) director appointed by each town or village; and
- One (1) director appointed by combined LAC Associate Members.

<b>BOARD APPOINTMENTS</b>			
<b>Municipality</b>	<b>Members Appointed</b>	<b>LAC Associate Members</b>	<b>Member Appointed</b>
City of Whitehorse	2	Marsh Lake	1
Town of Dawson City	1	South Klondike	
Town of Faro	1	Tagish	
Town of Watson Lake	1	The Hamlet of Mount Lorne	
Village of Carmacks	1	Hamlet of Ibex Valley	
Village of Haines Junction	1		
Village of Mayo	1		
Village of Teslin	1		
<b>TOTAL APPOINTED</b>		<b>10</b>	

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4.2.1 **Associate Members** may select ONE (1) elected official amongst all of its Local Advisory Councils, combined, as its represented appointee to The AYC Board and be entitled to one vote

4.2.2 **Associate Members – others - No Vote**  
Notwithstanding section 4.2.1, all Associate Members, may attend general, special and Board meetings and may have the privilege of the floor, but shall have **no vote**, nor shall they have any entitlement to be elected to any office in The AYC. Only its chosen representative shall be entitled to one vote.

4.2.3 **Alternate Selection**  
At the time of Director appointments, an alternative shall be appointed, who will attend the Board or other meetings of The Association when the appointed representative from a community is unable to attend. The alternate shall have the same rights and privileges of the appointed Member.

4.2.4 **Alternate appointment by member municipality**  
When the appointed representative or alternate are unable to attend a meeting of The Association, the Member municipality may appoint another alternate. The appointment of such an alternate shall be provided in writing by the CAO or Mayor and applied only to that Board Meeting or the specified date period. The alternate shall have the same rights and privileges of the appointed Member.

4.2.5 **Absentee – three consecutive meetings**  
Notwithstanding Sections 4.2.3 and 4.2.4, should an appointed Director miss three consecutive meetings of The Association, the Member municipality shall be encouraged to appoint an alternative Member in its place, to finish their term on the Board.

4.3 **Vacancy**  
A Member shall appoint a successor to fill a vacancy on the Board of Directors from the elected officials of their respective community. Such appointees shall hold office until the Member notifies The AYC of a replacement or until the appointee ceases to hold municipal office.

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**4.4 Duties and Powers**

Directors shall have such duties and powers as may from time to time, be assigned to them by the Members.

**4.5 Territorial / Federal Elections**

Any Officer or Director of The AYC shall immediately cease to hold their position on the Board, if they are nominated as a candidate for a political party, or where they have stated their intention to run as an independent in a territorial or federal election.

**4.6 Failed Election – reappointment**

A former Director and/or Officer, following an unsuccessful election in a federal or territorial election, may, if a vacancy on the Board occurs, be re-appointed by its municipality, as a Member of the AYC Board.

4.6.1 Following an unsuccessful election, within a federal or territorial election, a former Director or Officer, may run for election for a position on the Executive Committee at the next election held at an Annual General Meeting.

**ARTICLE V  
EXECUTIVE COMMITTEE**

**5. Executive Committee**

The Executive Committee shall be an Executive Committee of the Board of The AYC consisting of:

- a) **Composition of Executive Committee** - The following four (4) Officers of The Association; the President, the First Vice-President, the Second Vice-President, the Immediate Past President or, if applicable the Vice President at Large in lieu of the Immediate Past President; and the Executive Director - without a vote.
- b) **General Management - Executive Committee** - Except as may otherwise, at any time or times, be directed by the Board, the Executive Committee is charged with the general management and supervision of the activities and affairs of The Association and it shall advise and assist the Board and the President and other Officers of The Association in connection therewith. The President and the other Officers shall consult before proposing any matter to the Board for its approval.

**5.1 Powers of the Executive Committee**

In addition to the powers provided to it in its By-laws, but subject to any directions which the Board may from time to time prescribe, the Executive Committee shall possess and may exercise, during intervals between meetings of the Board, all the powers of the Board in the administration of the activities and affairs of The Association except as otherwise provided by the Act.

**5.2 Chair or Acting Chair of the Executive Committee**

The President shall be the Chair of the Executive Committee and the First Vice-President shall be the Vice-Chair of the Executive Committee and shall act as Chair in the absence of the President. If at any meeting of the Executive Committee the President and the First Vice-President are both absent, then the Second Vice-President shall act as Chair thereof or if the President, the First Vice-President and the Second Vice-President are all absent, then the Executive Committee shall choose one of its Members present to be the Chair of that meeting. The Chair of the meeting of the Executive Committee shall have a vote but not a second or casting vote.

**5.3 Meetings and Quorum**

The Executive Committee shall meet at least 8 times annually and meetings shall usually be held by telephone conferencing but may, as determined by the President, be in person or held by Internet or other electronic means of conferencing. Meetings shall be held on such day, at such time, at such place and by such means as are from time to time determined by the President on reasonable notice.

**5.3.1 Quorum – Executive Committee**

Three (3) Members present shall constitute a quorum for meetings of the Executive Committee.

**5.4 Term of Office - Two Years**

The Members of the Executive Committee shall be elected from among all appointed elected officials of Member Municipalities at an Annual General Meeting, and shall hold office for a period of two (2) years.

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**5.5 Cease to be an elected official**

Notwithstanding Section 4.1, if a Member of The AYC's Executive Committee ceases to be an elected municipal official, their position on the Board of Directors shall be automatically vacated.

**5.6 Filling vacancies on Executive Committee**

If any vacancies occur on the Executive Committee, all remaining Members of the Executive Committee, if they are willing, shall move up one position to fill the vacancy.

**Example:** In the event that the President's position becomes vacant, the First Vice-President shall assume the duties of the President.

In the event that the President and First Vice-President's positions are vacant, or if the First Vice-President is not willing to assume the duties of President, the Second Vice-President shall assume the duties of President and other vacant positions shall also be filled moving up.

**5.7 Executive Committee – less than three (3)**

If at any time, the Executive Committee is reduced to less than three (3) Members, the President and Board of Directors shall appoint a replacement from elected officials of Member Communities. Such appointees shall hold office until the next Annual General Meeting or until they cease to retain elected municipal status, whichever comes first.

**5.8 Subject to removal**

Any officer appointed in accordance with Section 5.7 shall hold office consistent with the current term of elected officers but shall be subject to removal by a majority vote of the Members at a special meeting of the Board, called specifically to deal with such a removal.

**5.9 Failure to retain elected municipal status**

In the event that all Officers of the Executive Committee fail to retain elected municipal status during an election year, the remaining directors shall appoint a President. Such an appointment shall be in effect until the next Annual General Meeting.

**5.10 Election and Term of Office**

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The President, the First Vice-President, Second Vice-President, and if applicable, the Vice President at Large, shall be elected as Officers of The Association from among persons who are qualified to become Officers as indicated under ARTICLE II of these By-laws, by ordinary resolution at each annual meeting at which an election is required with a Term of Office of Two (2) Years. All other Director positions shall be an appointment made by individual Member municipalities and Associate Members.

**5.10.1 Elections by ballot-vote**

Elections for the positions of President, the First Vice-President, Second Vice-President, and if applicable, the Vice President at Large, shall be conducted by ballot

**ARTICLE VI  
GENERAL DUTIES AND RESPONSIBILITIES  
OFFICERS AND DIRECTORS**

- 6.1 Through the President, provide leadership and direction in achieving the goals and objectives of The AYC.
- 6.2 Adopt policies and guidelines consistent with the aims of The AYC
- 6.3 Oversee the management of the business and affairs of The AYC and report to the membership at the Annual General Meeting or other special general meetings.
- 6.4 Hold responsibility to hire an Executive Director of The AYC and set the Terms of Reference and conditions of employment.
- 6.5 Undertake an annual appraisal of the performance of the Executive Director and recommend remuneration for the subsequent year.
- 6.6 Understand and consider the obligations undertaken in order to effectively serve The AYC and to avoid personal liability.
- 6.7 Understand the nature and extent of The AYC's objectives, By-laws and policies.
- 6.8 Attend all Board of Director and Executive meetings.

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- 6.9 Read all correspondence, documents and reports, where voting is anticipated – prior to meetings.
- 6.10 Review minutes of previous meetings.
- 6.11 Comply with the duty of confidentiality of the business of The AYC.
- 6.12 Attend, when delegated, various meetings with government ministers, officials, municipalities, groups or other organizations.
- 6.13 Represent The AYC at conferences and conventions both within and out of the territory, when delegated.
- 6.14 Recognize the value of The AYC's membership and participation on the Board of Directors of the Federation of Canadian Municipalities through continued financial support of the President's attendance at Board Meetings and Annual General Meetings.
- 6.15 In consultation with the Executive Director, review approve and recommend to the membership, adoption of budgets, financial statements or other financial considerations that come before the Board of Directors.
- 6.16 Through the President, be the spokesperson of The AYC, bearing in mind the importance of maintaining, where possible, a positive public profile.
- 6.17 Initiate press releases or other media contacts on issues of topics that are relevant to the purposes of public relations of The Association.
- 6.18 Seek legal or professional opinions/advice, where necessary, on any important matters that may come before the Board of Directors.

**ARTICLE VII  
MEETINGS**

**7.1 Annual General Meeting**

An Annual General Meeting of the Members of The AYC shall be held after its fiscal year end and no later than the last day of its anniversary month.

**7.2 Special General Meetings**

Special general meetings of the Members may be called at any time by the President or a majority of the Executive Members or the Board upon the President receiving a written request, which specifies the reason or reasons requesting the special meeting, from not less than fifty percent plus one Member (50% +1). Such a special meeting shall be held on such day and at such time and place as may be determined by the President, provided that such meeting shall not be held later than (60) days following receipt by the President of the said request, with a minimum of 21 days notice being provided to the Membership.

7.2.1 In the event that the offices of the President, First Vice-President, and Second Vice-President are vacant at the same time, the Mayors of any two Member Communities may call a Special General Meeting.

**7.3 Notice of Meetings**

Notice of the day, time and place of meetings of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice by the following means:

**7.3.1 Period for giving notice**

By mail, courier, electronic or other communication facility or personal delivery to each such Member, during a period of no less than twenty one (21) days before the day on which the meeting is to be held.

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**7.3.2 Notice of General Meeting**

Notice of a general meeting shall be given to:

- a) Every member shown on the register of members on the day notice is given or sent; and
- b) The professional accountant, if Article 10.3.1 applies
- c) No other person is entitled to receive a notice of general meeting.

**7.3.3 Exceptional circumstances - Board of Director meetings**

In exceptional circumstances, and as determined by the President, meetings of the Board of Directors may be called and held by telephone, internet or other means of conferencing and where all Members can be heard and participate in, provided that notice of the meeting shall be in writing and delivered, by mail, courier, electronic or other communication facility or personal delivery to each such Member to each Director at least 48 hours prior to the date of such meeting.

**7.3.4 Exception on Notice**

No formal notice of a meeting shall be necessary if ALL Directors are present at an ongoing meeting, or if quorum is present and each absent director waives notice of an upcoming meeting, before it takes place.

**7.3.5 Notice of any Annual General Meeting**

Shall include a statement informing the Members that the comparative financial statements, report of the Public Accountant, and any other documents required by the Act, are available at the registered office of The Association and that the Members may, upon request obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail, as well as a detailed report to any consideration to amending its By-laws.

- 1) Notice of any Annual General Meeting and Special Meeting, shall also contain in addition to the notice of the day, time and place of such meeting, a notice of all items of business to be considered at the meeting.

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**7.3.6 Notice by mail**

A notice sent by mail shall be deemed to have been given on the fifth 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 Canada Post receptacle.

**7.4 Quorum**

The quorum for any annual or special meeting of the Members shall be a total of sixty (60) percent of the eight (8) Member Communities and one (1) Local Advisory Council.

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

7.4.2 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.

7.4.3 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.

**7.5 Speaking and Voting**

All elected officials of Member Communities as defined under Article 2 who are Members of The AYC, shall be entitled to attend all Annual and Special General Meetings of The AYC, have the right to take part in discussions and except as otherwise provided for in this By-law, to take part in the discussion and vote on all matters presented to the Membership.

**7.6 Casting Votes**

For All Annual, Board or Special Meeting of The AYC the following shall be enforced:

**7.6.1 Majority Vote**

Subject to any provisions to the contrary which may be contained in this By-law or be prescribed by Law, all questions arising at any meeting of the Members shall be decided by a majority of the votes cast.

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**7.6.2 Chair**

The Chair of the meeting shall be entitled to one vote but not a second or deciding vote.

**7.6.3 Equality of votes**

In case of an equality of votes, the motion shall be declared lost for want of a majority.

**7.6.4 Voting Method**

Every question shall be decided in the first instance by a show of hands, but any Member, may demand that a poll be taken, in which case a poll shall be taken in such matter as the Chair shall direct, but not a secret vote.

**ARTICLE VIII  
COMMITTEES**

**8.1 Standing Committees**

**8.1.1 Nominating Committee**

There shall be a Nominating Committee composed of not less than three (3) or more than five (5) representatives of Members who shall be appointed by the Executive Committee two (2) months prior to the Annual General Meeting.

**8.1.2 Chair**

The Chair of the Nominating Committee shall be the Immediate Past President or the Vice-President at Large. If the Past President or the Vice-President at Large is unable to take the position of Chair, the President shall appoint a Member of the Board of Directors.

**8.1.3 Nominations submitted to Annual General Meeting**

The recommendations of the Nominating Committee shall be submitted to the Members of The AYC at its next Annual General Meeting.

**8.1.4 Nominations from AGM Floor**

Nominations may be made at an Annual General Meeting, from the floor.

## **8.2 Resolutions Committee**

### **8.2.1 Composition**

A Resolutions Committee shall be composed of not less than three (3) or more than five (5) representatives of Members who shall be appointed by the Executive Committee during each Annual General Meeting for a period of one (1) year.

### **8.2.2 Chair**

The Chair of the Resolutions Committee shall be the First Vice-President.

### **8.2.3 Subcommittee**

The Executive Committee or the Resolutions Committee may appoint a subcommittee who will be responsible to deal with specific resolutions.

### **8.2.4 Resolutions review**

The Resolutions Committee shall review all proposed resolutions for format, completeness and categorize them in accordance to The AYC's Resolution Policy, prior to recommending them to the Members.

### **8.2.5 Resolutions Presented at AGM**

The Resolutions Committee shall submit recommended resolutions to the Members of The AYC for debate and adoption at each Annual General Meeting.

### **8.2.6 Emergency Resolutions**

Resolutions of an emergency and time sensitive matter, supported by the Member, shall also include the support of the Council and may be submitted to the President and/or Executive Director six (6) days prior to the AGM. If such Resolutions are considered by the Executive Board to be matters of urgency and/or time sensitive, such Resolutions shall be provided to the Executive Committee or Resolutions Committee for review and report and submitted to the Members at their Annual General Meeting.

### **8.2.7 Resolutions From the Floor**

The Resolutions Committee has the responsibility to review all submitted Resolutions, to ensure that the Resolution Policy is respected and that due diligence from The AYC is conducted. Resolutions shall **not** be accepted from the AGM floor.

**8.3 Additional Committees - Ad-Hoc Committees**

The Board or the Executive Committee may from time to time establish one or more Committee(s) as they deem appropriate. The President shall appoint the Members of each such Committee from the Directors and may include other Elected Municipal Officials. All Committee Members shall have full voting rights at any Committee to which they are appointed.

**8.4 President – Ex-Officio**

The President shall be an ex-officio Member of all Standing and/or Ad-Hoc Committees with the exception of the Nominating Committee.

**8.5 Regulations**

Subject to Law, to the By-laws of The AYC and to any regulations prescribed by the Board or by the Executive Committee, any Committee of The AYC may make such regulations as it sees fit to govern the calling and holding of its meetings and generally the conduct of its own affairs.

**ARTICLE IX  
GENERAL PROVISIONS**

**9. Execution of Documents**

**9.1 Signing Officers** - All cheques, drafts, orders for the payment of money, notes, acceptances, bills of exchange, contracts, documents or any instruments in writing shall be drawn, accepted, endorsed and signed jointly by the President, or one of the Vice-Presidents and the Executive Director, and in such manner as the Board or the Executive Committee may from time to time prescribe and all contracts, documents and instruments in writing so signed shall be binding on The Association without any further authorization or formality.

9.1.1 The Members of the Executive Committee shall have the power to appoint by resolution any other officer or officers on behalf of The Association to sign specific contracts documents or instruments in writing.

**9.2 Fiscal Year** The fiscal year of The Association of Yukon Communities shall be from February 1<sup>st</sup> to January 31<sup>st</sup>.

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**9.3 Registered Office**

The office of The Association of Yukon Communities will be situated in the City of Whitehorse, #140-2237 2<sup>nd</sup> Avenue in the Yukon Territories until changed in accordance with the Act.

**9.4 Administrative Offices**

There shall be an Administrative Office consisting of staff of The Association which shall carry out, under the direction of the Executive Director, executive and administrative duties assigned to it from time to time by the Board or by the Executive Committee.

**9.5 Seal**

The Directors of The AYC, may adopt a seal for the society and substitute a new seal.

**9.5.1 Authorization of use**

The seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the President and the Executive Director.

**9.6 Suspension – Rules Regulations – applicable – two thirds vote**

The rules and regulations contained within this By-law shall be observed in all proceedings of The AYC and shall be the rules and regulations for the order and dispatch of business of all AYC meetings and in Committees, provided that the rules and regulations contained herein may be suspended by a special resolution of a two-thirds (2/3) vote of the Members of AYC who are present and voting, in any case for which provision is not made herein and **shall not be debatable or amendable**.

**9.7 Calculation – two-thirds vote (2/3)**

A two-thirds vote, shall be deemed to have been accomplished with the following voting in the affirmative:

66% of the Members present and voting

Two thirds of the votes cast in the affirmative, shall be at least two times, more than the negative votes and the votes shall be rounded upwards to the next highest decimal.

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**9.8 Severability of By-law**

If a court or tribunal of competent jurisdiction declares any portion of this By-law to be illegal or unenforceable, that portion of this By-law, shall be considered as severed from the balance of the By-law, which shall continue to operate in full force and effect.

**9.9 Remuneration**

No Director shall be remunerated by AYC for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of The Association, in accordance to the Travel and Expense Policy

**9.10 Disputes to By-law Interpretation**

Any dispute regarding the interpretation or application of these By-laws, the rights of a Member or the powers of a Director or Officer, shall be submitted to and decided by arbitration under the *Yukon Arbitration Act*.

**ARTICLE X  
FINANCIAL**

**10. Borrowing Powers**

In order to carry out the purposes of The Association, the Directors may, at a general or special meeting, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.

**10.1 Financial Statements**

a) Financial statements for the last completed fiscal year, shall be approved by the Board of The Association of Yukon Communities. In case the AGM takes place four (4) months or more from the fiscal year end of the AYC, interim financial statements, shall also be approved by the Board of The Association of Yukon Communities. All financial statements shall be brought before the Membership at their Annual General Meeting for final ratification.

**10.2 Debentures**

No debentures shall be issued unless authorized by a special resolution

**10.3 Borrowing Powers**

The Members may, by special resolution, restrict the borrowing powers of the Directors.

**10.4 Accountant / Auditor**

The appointment of a professional accountant applies only where:

- a) The Association's Regulations require that The Association have a professional accountant/auditor; or
- b) The Association has resolved to appoint a professional accountant/auditor.

**10.4.1 Professional Accountant – Auditor**

In consideration of Article 10.3 (a and b) - at each Annual General Meeting, The Association shall appoint a professional accountant/auditor.

**10.4.2 Term of Appointment –Accountant/Auditor**

The Directors shall appoint a professional accountant/auditor to serve until the first Annual General Meeting.

**10.4.3 Vacancy of Accountant/Auditor**

The Directors may appoint a professional accountant/auditor to fill a vacancy occurring in that office between one Annual General Meeting and the next.

**10.4.4 Removal –Accountant/Auditor**

A professional accountant/auditor may be removed by ordinary resolution.

**10.4.5 Employee or Director forbidden**

No Director and no employee of The Association shall act as a professional accountant/auditor.

**ARTICLE XI  
CODE OF ETHICAL CONDUCT**

**11. Code of Conduct and Conflict of Interest**

The Association shall implement and maintain in force a Code of Ethical Conduct, which shall include Conflict of Interest provisions as part thereof. This Code shall be adopted by the Board, and shall include any amendments that may from time to time be made to it by the Board or by the Executive Committee. The Code applies to all Directors, Officers of The Association and Members of Committees of The Association.

**ARTICLE XII  
PARLIAMENTARY AUTHORITY**

**12. Parliamentary Authority**

The Chair of each meeting of the Board, of the Members and of Committees of The AYC shall direct the deliberations and ensure the smooth conduct of the meeting(s). He or she shall establish, in a reasonable and impartial manner, the procedure to be followed based on the rules contained in *Robert's Rules of Order* latest edition, and they shall be the Parliamentary Authority which governs the proceedings of The Association of Yukon Communities.

**12.1 Inconsistencies**

Where inconsistency between the rules contained in *Robert's Rules of Order*, latest edition, and the provisions of the governing legislation of the *Society's Act*, other Acts, this Governing By-law, or any standing or special rules of order adopted by The AYC, the provisions of the Act(s), the By-laws and standing or special rules shall prevail.

**ARTICLE XIII  
BY-LAWS AND AMENDMENTS**

**13. Enacting, Repealing and Amending By-laws**

Subject to The Act, a By-law of The Association may be enacted, repealed or amended at any Annual General Meeting or at any special meeting of the Members called for that purpose, provided that notice of any motion to enact, to repeal or to amend the By-law is in the hands of the Executive Director at least thirty (30) days before the date of such meeting and has been given to the Members in accordance with the provisions of Section 7.3 hereof; or, subject to the Act, they may be enacted, repealed or amended by the Board at any meeting of the Board, provided that any such enactment, repeal or amendment of By-laws by the Board shall only have force until the next Annual General Meeting where the Membership shall vote to the proposed changes.

**13.1 By-law Approval**

The Association may amend its By-laws by special resolution but the change(s) are not effective until filed with and approved by the Registrar.

13.2 An amendment to the By-laws shall be made by deleting, substituting, or adding entire articles.

13.3 The notice of the meeting at which a special resolution to change the By-laws is to be voted on shall:

13.3.1 state the identifying numbers of the articles to be deleted if any; and

13.3.2 include the entire text of the articles to be substituted or added.

**ARTICLE XIV  
DISSOLUTION**

14. **Dissolution of AYC**

In the event of dissolution of The Association of Yukon Communities, 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 Member(s) based on their contributions to AYC over the past 10 years of continuous participation and as is determined by a special resolution.


PRESENTED TO THE MEMBERSHIP FOR APPROVAL AT ITS 43<sup>rd</sup> ANNUAL GENERAL MEETING MAY 13, 2018, AND PRESENTED FURTHER AMENDMENTS FOR APPROVAL AT A SPECIAL GENERAL MEETING HELD NOVEMBER 15, 2018.

APPROVED



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Bev Buckway  
Executive Director



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Councillor Tara Wheeler  
President