



## **SOCIETIES ACT**

### **WHITEHORSE CROSS COUNTRY SKI CLUB CONSTITUTION**

1. The name of the society is WHITEHORSE CROSS COUNTRY SKI CLUB.
2. The objects of the society are:
  - a. To promote, organize and hold competitive and non-competitive ski events for residents of the Yukon Territory and non-residents;
  - b. To establish, maintain and operate facilities, inclusive of buildings for cross country skiing, and social, athletic and recreational activities associated with the enjoyment of such facilities;
  - c. To promote the sport of cross country skiing generally.
3. The operations of the society are to be carried on mainly at the City of Whitehorse, in the Yukon Territory.
4. The business of the society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects and the members of this society shall have no interest in the property or assets of the society.
5. Upon dissolution or winding up of the society, any funds and assets of the society remaining after satisfaction of its debts and liabilities shall be distributed to a recognized charitable non-profit organization in the area whose objects most closely accord with those of this society as determined by its members at time of dissolution.
6. Paragraphs 4 and 5 of this constitution are unalterable.

## ARTICLE 1 MEMBERSHIP

- a. The members of the society are the subscribers of the constitution and by-laws and include every other person who agrees to become a member, associate member, honorary member or any other class of member by whatever name called.
- b. Anyone is eligible for membership in the society who has a genuine interest in the objects of the society as set out in the constitution.
- c. A member shall be deemed to be in good standing when the member has paid the current annual membership fee if any annual membership fee has been set.

## ARTICLE 2 TERMINATION

- a. The Board of Directors may at any time by resolution after notification and after hearing the members involved, expel and declare the said member to be expelled from membership in the society as from a date stated in such resolution.
- b. Upon failure of any member to pay any annual membership fee, subscription or indebtedness due to the society, the directors may cause the name of such member to be removed from the register of members. But such member may be readmitted to membership by the Executive upon such evidence as they may consider satisfactory.
- c. Any member who resigns, withdraws or is expelled from the society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the society.

### ARTICLE 3 MEETINGS

- a. The Annual General Meeting shall be held during the month of September in each year in or near the City of Whitehorse and on a day to be fixed by the Board of Directors and seven (7) days notice of such meeting shall be mailed or handed to all life and ordinary members by the Society.
- b. General and special meetings of the society, other than the Annual General Meeting shall be held at such times and places as may be determined from time to time by the members, or Directors of the society. Upon receipt of a written request for a special general meeting signed by either ten (10) members or three (3) Directors, the Secretary shall convene such meeting within two (2) weeks.
- c. Seven (7) members present in person at a general meeting shall constitute a quorum and in the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned for one (1) week and a quorum at any such adjourned meeting shall be those members who shall be present in person or by proxy at any such adjourned meeting.
- d. Any member in good standing shall be entitled to one vote.

## DIRECTORS AND OFFICERS

- a. Board of Directors shall consist of an executive of the society and directors. The executive shall consist of President, Vice President, Treasurer and Secretary all of whom shall be elected by the Annual General Meeting and five (5) Directors, namely Program Director, Volunteers Director, Facilities Director, Social and Membership Director and Communications Director who shall be elected at the Annual General Meeting and the Past President.
  - a.1 The Volunteers Director shall\_\_\_\_\_.
  - a.2 The Social Director shall coordinate the social affairs of the Club and will manage the annual registration of the members.
  - a.3 The Program Director shall coordinate the development and administration of Club programs.
  - a.4 The Communications Director shall coordinate all club affairs related to publicity and club programs.
  - a.5 The Facilities Director shall coordinate the maintenance and development of all Club facilities including trails, buildings and accessories.
  - a.6 The Past President shall advise the Board of Directors as required and perform other duties at the discretion of the Board. The term of the Past President shall be one year.
- b. The affairs of the Society shall be managed by the Board of Directors each of whom shall be a member of the Society at the time of election and throughout the term of office.
- c. The Directors shall have and exercise all the powers of the society as fully and completely as the society could in General Meeting, subject always, however, to the provisions of the Societies Ordinance.
- d. The qualifications for a Director shall be coincident with qualifications for membership in the society.
- e. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the society if they shall see fit to do so, otherwise such vacancies shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected. But if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

f. A majority of the Directors shall form a quorum for the transaction of business. The Board of Directors may hold its meeting at such place or places in or near the City of Whitehorse as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or President or Vice President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The Statement of the Secretary or President or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the society. The Directors may consider or transact any business either special or general at any meeting of the Board.

g. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chair, in addition to the Chair's original vote, shall have a second vote.

h. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it has been passed at the meeting of Directors duly called and constituted.

i. The members of the Board of Directors of the society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the Constitution and By-Laws.

j. The members of the Board of Directors shall receive no remuneration for acting as such.

k. The President shall, when possible, preside at all meetings of the members of the society. The President shall be responsible for the coordination and supervision of the affairs and operation of the society. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all resolutions and membership certificates.

l. The Vice President shall perform all the duties of, and be subject to, the same rules as the President whenever the President shall cease to hold office or for any reason be prevented from attending to the duties of the President, and shall preside at all meetings of the society of or upon the request of the President.

m. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the society in proper books of

account and shall deposit all monies or other valuable effects in the name and to the credit of the society in such banks, trust company or credit union as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of the Treasurer, and account of all transactions as Treasurer and of the financial position of the society. The Treasurer shall also perform much other duties as may from time to time be determined by the Board of Directors.

n. The Secretary shall be ex officio clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and of the society and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The Secretary shall be the custodian of the seal of the society and of all books, papers, records, correspondence, contracts and other documents belonging to the society which the Secretary shall deliver up only when authorized to do so, and to such person as may be named in the resolution, and shall perform such other, duties as may from time to time be determined by the Board of Directors.

o. The Board of Directors may hire a Manager to manage the affairs of the society, for such remuneration as shall be approved by the Society.

p. Deeds, transfers, licenses, contracts and engagements on behalf of the society shall be signed by either the Chair of the Board of Directors or the President or Vice President and by the Secretary, or such other Director as the Directors by resolution shall appoint and shall affix the seal of the Society to such instruments as require same. Contracts in the ordinary course of the society's operations may be entered into on behalf of the society by the Chair of the Board of Directors, President, Vice President, Treasurer, Secretary or by any person authorized by the Board. All bank and banking forms and documents requiring execution by the society shall be properly executed if signed by the President or the Chair of the Board of Directors and by the Treasurer.

#### ARTICLE 5 BORROWING

For the purpose of carrying out the objects of the society, the Directors may borrow, raise or secure the payment of money in such a manner as they think fit and in particular by the issue of debentures. Provided, however, that no debenture shall be issued, and no real property or chattels of the society shall be encumbered without a special resolution of the society.

## ARTICLE 6 APPOINTMENT OF AUDITOR

The Directors shall in each year appoint an auditor of the Society who shall be the auditor of the Society until such time as he is replaced or his appointment is otherwise terminated. The auditor shall prepare financial statements in accordance with section 30 of the Societies Act. These financial statements shall be laid before the annual general meeting of the members of the society and shall, within thirty days after such general meeting, be filed in duplicate with the Registrar of Companies. The financial statements filed with the Registrar of Companies shall be signed by the auditor.

Should the Society desire to do so, the appointment of an auditor may be dispensed with and the Directors may, in the alternative, appoint an accountant of the Society. The accountant must be specially authorized at the beginning of each financial year by the members of the society passing the following extra-ordinary resolution:

Pursuant to subsection 30 (3) of the Societies Act, the members waive the appointment of an auditor for one fiscal year, being the fiscal year ending July 31, \_\_\_\_\_.

The extra-ordinary resolution dispensing with the appointment of an auditor, the financial statements prepared by the accountant shall be signed by two directors of the society and filed with the Registrar of Companies within thirty days after the annual general meeting at which the financial statements are presented to the members.

## ARTICLE 7 SEAL OF THE SOCIETY

- a. The Board of Directors may adopt a seal which shall be the common seal of the society.
- b. The common seal of the society shall be under the control of the Directors and the responsibility for its custody and use from time to time shall be determined by the Board of Directors.
- c. The common seal of the society shall not be affixed to any instrument except in the presence of the President or Secretary or of such other Officer or Officers or Director or Directors of the society as may be prescribed from time to time by the resolution of the Board of Directors.

## ARTICLE 8 ALTERATION OF BY-LAWS

The By-Laws of the society shall not be altered or added to except by extraordinary resolution of the society. For all purposes of the society, "extraordinary resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been majority being three-fourths.

## ARTICLE 9 PREPARATION AND CUSTODY OF BOOKS AND RECORDS

a. The Director shall see that all necessary books and records of the society required by the By-Laws of the society or by any applicable statute or law are regularly and properly kept.

b. The Secretary or some other office specially charged by the Board of Directors with that duty shall keep or cause to kept a book or books wherein shall be properly recorded:

- i. A copy of the constitution of the society and any extraordinary resolutions altering or adding to the same and a copy of the By-Laws of the society and any resolutions altering or adding thereto.
- ii. Copies or originals of all documents, registers and resolutions as required by law.
- iii. All revenues and purchases by the society.
- iv. The assets and liabilities of the society.
- v. All other transactions affecting the financial position of the society.

c. Unless otherwise ordered by the Board of Directors the fiscal year of the society shall terminate on the last day of July in each year.

## ARTICLE 10 INSPECTION OF BOOKS AN DOCUMENTS

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the society or any other them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or document of the society except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.