



2018

BY-LAWS

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PART 1 – Interpretation

1. (1) In these by-laws, unless the context otherwise requires,
 - (a) “Directors” means the Director of the Society as elected from time to time;
 - (b) “Registered Address” of a member means the address as recorded in the register of members.
 - (c) “Societies Act” means the *Societies Act* (Yukon) as amended from time to time;
 - (d) “Societies Regulations” means the Societies Regulations of the Yukon as amended from time to time;
 - (e) “Special Resolution” means
 - (i) a resolution passed by the vote of not less than 75% of the members voting at a general meeting of which not less than 21 days’ notice of the resolution has been given, or
 - (ii) a resolution agreed to in writing by all the members who would have been entitled to vote at a general meeting.
- (2) The definitions in the *Societies Act* and in the *Societies Regulations* apply to these by-laws.
 - (a) In the event of a conflict between this Bylaw and the above noted legislation, the legislation shall prevail to the extent of the conflict but shall not render the remainder of this Bylaw invalid.
- (3) In these by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender, shall include the plural number or the feminine gender, as the case may be, and vice versa, and the reference to persons shall include firms, corporations, societies and other forms of organizations.
- (4) Wherever the words “Society” or “Association” or the letters “YAA” occur in these by-laws, they shall be understood to mean “Yukon Agricultural Association Society” as a body.

PART 2 – Organizational Structure

2. The Yukon Agricultural Association (YAA) is comprised of individuals representing all regions of the Yukon.
3. The YAA Board of Directors is comprised of Executive Officers (President, Vice-President, Secretary-Treasurer) and six Directors-At-Large OR Executive Officers (President, Vice-President, Secretary and Treasurer) and five Directors-at-Large.

PART 3 – Membership

4. Criteria for membership
 - (1) An individual may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member, but no person who satisfies the criteria for membership shall be denied membership.
 - (2) Membership shall be open to any person directly or indirectly connected with or engaged in the livestock and agriculture industry in the Yukon who pays the annual YAA membership fee.
5. Every member shall uphold the constitution and comply with these by-laws.
6. The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Society.
7. An individual shall cease to be a member of the Society
 - (1) at the end of the fiscal year of paid membership;
 - (2) by delivering a resignation in writing to the Secretary or Secretary-Treasurer of the Society or by mailing or delivering it to the address of the Society;3
 - (3) on death;
 - (4) having membership denied or terminated;
 - (5) upon being a member not in good standing; or
 - (6) upon being expelled.

8. Mechanism for the expulsion of a member

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the special resolution for expulsion shall be given an opportunity to be heard.

9. All members are in good standing except a member who has failed to pay a debt due and owing to the society and the member is not in good standing so long as the debt remains unpaid.

PART 4 – Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.

11. Every general meeting other than an Annual General Meeting is a special general meeting.

12. The Directors may, when they think fit, convene a special general meeting, but the Directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting.

13. (1) Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.

(2) Where a Special Resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the Special Resolution to be submitted to the meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting

shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

15. The Annual General Meeting of the YAA shall be held within 90 days of the fiscal year end in each and every year in the Yukon, as determined by the Directors.

PART 5 – Proceedings at General Meetings

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

(2) Special business is

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

(b) at an Annual General Meeting, all business other than:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the Directors;

(iv) the report of the professional accountant;

(v) the election of Officers and Directors;

(vi) the appointment of the professional accountant, if required; and

(vii) the other business that, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

17. Quorum

(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.

(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.

(3) A quorum is

(a) where the number of registered members is 15 or less, 3 members;

(b) where the number of registered members is 16 or more, at least 20% of the registered members.

18. 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.

19. The President of the Society, the Vice-President, or, in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.

20. If at a general meeting

(1) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or

(2) the President and all the other Directors present are unwilling to act as chairperson, the members present shall propose a resolution to choose one of their number to be chairperson.

(a) In the case of an equality of votes, the proposed resolution shall not pass.

(b) All members present shall vote on all resolutions, and any member who abstains from a vote on a resolution will be deemed to be in favour of that resolution.

21. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as required by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22. (1) The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person.
- (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
23. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting on matters other than election at YAA meetings is by a show of hands.
- (3) Voting by proxy is permitted for elections.
- (4) Election of YAA Executive Officers (President, Vice-President, Secretary and Treasurer OR Secretary-Treasurer), and Directors-At-Large shall be conducted as follows:
- (a) Elections will follow a staggered schedule.
- (i) President and Secretary-Treasurer as well as three Directors-at-Large will be on a ballot alternate years from the Vice-President and three Directors-at-Large – with the addition of any vacant positions. OR
- (ii) President and Treasurer and three Directors-at-Large will be on a ballot alternate years from the Vice-President and the Secretary and two Directors-at-Large – with the addition of any vacant positions.
- (iii) Therefore, the term length for elected officers and directors is two years.
- (b) An open call for nominations for YAA Executive Officers and Directors will be sent to all YAA members 60 days before the Annual General Meeting. Members will have 30 days to respond with nominations.
- (c) A ballot listing the names of the Executive Officer and Director candidates will be sent to all YAA members 20 days before the Annual General Meeting. Members may vote for the YAA Executive Officers and Directors by sending their ballot in to the YAA office prior to the YAA Annual General Meeting or may fill out their ballot ~~to~~ at the YAA Annual General Meeting.
- (d) Ballots for the YAA Executive Officers and Directors will be opened and counted at the YAA Annual General Meeting to elect the Officers and Directors. Election of the YAA Executive Officers will take place prior to the election of Directors-At-Large.

PART 6 – Directors and Officers

24. (1) The Directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting.
- (2) The authority of the Directors under subsection (1) is subject to:
- (a) all laws affecting the Society;
 - (b) these by-laws; and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meeting.
- (3) No rule, made by the society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
25. The Directors shall be held harmless and indemnified out of the funds of the organization except for charges and expenses occasioned by their willful neglect.
26. (1) The officers of the society shall be the President, the Vice-President and
- (a) a Secretary-Treasurer; or
 - (b) a Secretary and a Treasurer
- (2) The number of Directors shall be equal to the number of Officers or a greater number determined from time to time at a general meeting.
27. (1) The Directors shall cease to hold office when their successors are elected at the YAA Annual General Meeting.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election shall be by ballot unless a nominee is acclaimed.
28. Through a resolution with a majority vote, the YAA Board of Directors may at any time and from time to time appoint a member as a Director-At-Large to fill a vacancy on the YAA Board of Directors.
29. The members may by Special Resolution remove a Director before the expiration of the Director's term of office, and may elect a successor to complete the term of office.

30. The YAA Board of Directors may dismiss a director before the expiry of their term for missing three meeting in one term without cause, filing for bankruptcy or conviction of a criminal charge.
31. No Director shall be remunerated 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 Society.

PART 7 – Proceedings of Directors

32. (1) The Directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
 - (3) Meetings of the YAA Board of Directors shall be held at a minimum of five [5] times per year.
 - (4) A quorum for a meeting of the YAA Board of Directors is four (4) if there are six (6) or more elected Directors and three (3) if there are fewer than six (6) Directors elected.
 - (5) The President shall be chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson; but if neither is present the Directors present may choose one of their number to be chairperson at that meeting.
 - (6) A Director may at any time, and the Secretary-Treasurer or Secretary on the request of a Director, shall, convene a meeting of the YAA Board of Directors.
33. The Directors may delegate power to committees consisting of one or more Directors. These committees may also include YAA members; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.

34. A committee shall elect a chairperson of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
35. The members of a committee may meet and adjourn, as they deem appropriate.
36. For the first meeting of the YAA Board of Directors held after the appointment or election of a Director or Directors, it is not necessary to give notice of the meeting to the newly elected or newly appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
37. A Director may by letter, telegram, telex or other telecommunication send or deliver to the address of the Society a written waiver of notice of any meeting of the YAA Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (1) no notice of meeting of the YAA Board of Directors need be sent to that Director; and
 - (2) any and all meetings of the YAA Board of Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
38. (1) Questions arising at a meeting of the YAA Board of Directors and committee of Directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairperson does not have a second or casting vote and the vote shall not pass.
39. No resolution proposed at a meeting of YAA Board of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 8 – Duties of Officers

41. (1) The President shall, except where these by-laws provide otherwise, preside at all meetings of the Society and of the Directors.

(2) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

42. The Vice-President shall carry out the duties of the President during the President's absence.

43. (1) Where the Society has a Secretary, the Secretary shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the seal of the Society; and
- (f) maintain the register of members.

(2) Where the Society has a Treasurer, the Treasurer shall

- (a) keep the financial records, including books of accounts; and
- (b) render financial statements to the Directors, members and others when required.

(3) When the Society has a Secretary-Treasurer, that person shall carry out the duties in both subsection (1) and (2).

44. In the absence of the Secretary or Secretary-Treasurer from a meeting, the Directors shall appoint another person to act as Secretary or Secretary-Treasurer at the meeting.

45. The YAA Officers may hire a paid Executive Director to perform some of the duties of the Secretary and Treasurer and other administrative functions for the Association.

PART 9 – Seal

46. The Directors may adopt a seal for the society and substitute a new seal.

47. 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

(1) Secretary-Treasurer; or

(2) Secretary

PART 10 – Borrowing

48. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.

49. No debenture shall be issued unless authorized by a Special Resolution.

50. The members may by Special Resolution restrict the borrowing powers of the Directors.

PART 11 – Professional Accountant

51. This part applies only where:

(1) the Societies Regulations requires the society to have a professional accountant, or

(2) the Society has resolved to appoint a professional accountant.

52. At each annual general meeting the Society shall appoint a professional accountant.

(1) the Directors shall appoint a professional accountant to serve until the first Annual General Meeting.

(2) the Directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.

53. A professional accountant may be removed by ordinary resolution.

54. No Member/Director and no employee of the Society shall act as a professional accountant.

PART 12 – Notices to Members

55. A notice may be given to a member, by personal delivery or by mail to the member's Registered Address or by electronic mail to the member's designated electronic Registered Address.
56. A notice sent by mail shall be deemed to have been given on the third 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 a Canada Post receptacle.
57. A notice sent by electronic mail shall be deemed to have been received on the day it was sent assuming that the notice was properly addressed and not returned to the sender.
58. (1) 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 Part 11 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 13 – Dissolution

59. In the event of dissolution of the Society, 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 incorporated Yukon societies as is determined by a Special Resolution.

PART 14 – Changing By-laws

60. (1) The Society may amend its by-laws by Special Resolution but the change is not effective until filed with and approved by the registrar.
- (2) An amendment to the by-laws shall be made by deleting, substituting, or adding entire articles.
- (3) The notice of the meeting at which a Special Resolution to change the by-laws is to be voted on shall
- (a) state the identifying numbers of the articles to be deleted, if any; and

(b) the entire texts of the articles to be substituted or added.

PART 15 – Other

62. On being admitted to membership, each member is entitled to and the society shall give to the member, without charge, a copy of the constitution and by-laws of the society.
63. Any member may examine the records of the society:
- (1) during the 30 minutes prior to the commencement of business at any general meeting;
 - (2) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
 - (3) at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.
64. Any dispute concerning the interpretation or application of the by-laws, and any dispute concerning the rights of a member or the powers of a Director or Officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.

PART 16 – Funding Programs

65. For the purposes of participating in funding programs, the YAA may enter into agreements with government bodies.
66. The YAA Board of Directors will hire an Executive Director to perform administrative duties.