

**Constitution and Bylaws of the  
Tourism Association of the Yukon (TIA Yukon)**

**Board Approved Final April 11, 2023**

**Constitution**

The name of the association is the Tourism Industry Association of the Yukon (TIA Yukon, the Association). The purpose of the Association is to forge a common voice and actions to influence, promote and assist the development of tourism in the Yukon.

**Bylaws**

***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) "Association" means the Tourism Industry Association of the Yukon or TIA Yukon.
- (c) "Board" means the directors of the Society.
- (d) "Bylaws" means these bylaws.
- (e) "Constitution" means the constitution of the Society.
- (f) "Director" means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society.
- (g) "General Meeting" means a general meeting of the members of the Society.
- (h) "Officer" means an individual who has been appointed, in accordance with the Act, as an officer of the Society.
- (i) "Special resolution" means a resolution which requires a majority of 2/3 or more to be approved
- (j) "Tourism Association Partner (TAP)" means the non-profit organizations which are eligible to appoint Board members to the Association. A TAP must be a prominent Yukon-based tourism-related association having a sizable membership base comprised primarily of tourism-related businesses, organizations, or employees/business owners.
- (k) "Yukon resident", for the purposes of eligibility to be a Director, is defined as someone who possesses a Yukon Health Card OR multiple consecutive and recent utility bills showing legal name and a Yukon address.

## **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.

## **1.4 Act Applies**

These Bylaws are intended to be read in conjunction with the Act.

## **1.5 Amending of Bylaws**

Any amendments to these bylaws must be voted on at an AGM and passed by not less than 75% of the voting members in attendance.

## **2. Members**

### **2.1 Application for membership**

A person or organization may apply to the Board for membership in the Society as either a Direct member or an Affiliate member, according to the requirements and payments for each membership category as defined in the Membership Policy.

Employees of the Association are excluded from becoming Direct members. Past employees are ineligible for Direct memberships until one full year after termination of their contract or employment agreement.

### **2.2 Responsibilities**

Every member must uphold the Constitution and must comply with these Bylaws and all policies applicable to members.

### **2.3 Classes**

There are two membership categories:

- a. Direct Members (voting)
- b. Affiliate Members (non-voting)

### **2.4 Membership Dues**

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

### **2.5 Termination of membership**

An individual or organizational membership in the Society is terminated:

- (a) When the member has failed to pay the membership dues, if any, when due;
- (b) When the member withdraws their membership through a written request to the Association; and
- (c) In any of the other circumstances set out in the Membership Policy.

The Association will follow the procedures for termination of membership as set out on the Membership Policy.

## **2.6 Rights**

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.

## **3. *General Meetings of the members***

### **3.1 General Meetings**

An annual General Meeting shall take place within two months of the Association's fiscal year end, unless extended by vote of the Board to no more than 4 months after the end of the fiscal year at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting if 20% or more of voting members in good standing send a written request to the Directors.

### **3.2 Ordinary business**

At a General Meeting, the following business is ordinary business:

- (a) Adoption of rules of order and agenda;
- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of Directors or accountant;
- (d) Election of or appointment of Directors;
- (e) Appointment of an accountant, if any; and
- (f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

All other business is special business.

### **3.3 Notice of General Meeting**

Written notice of the date, time and location of a General Meeting must:

- (a) Be sent to each voting member at least 21 days and not more than 60 days before the meeting;
- (b) 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
- (c) Include the text of any special resolution to be submitted to the meeting. This includes waiving of the requirement for an accountant and bylaw changes.

### **3.4 Chair of General Meetings**

The following individual shall preside as chair of a General Meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
  - (i) The president, if any;
  - (ii) The vice-president, if any, if the president is unable to preside as the chair; or
  - (iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- (c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

### **3.5 Quorum for General Meetings**

When the number of voting members in good standing is 15 or less, 3 members constitute quorum; where the number of voting members in good standing is 16 or more, at least 25%.

### **3.6 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. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.7 Lack of quorum at General Meetings**

If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:

- (a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- (b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

### **3.8 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.

### **3.9 Order of business at a General Meeting**

The order of business at a General Meeting is as follows:

- (a) Elect an individual to chair the meeting, if necessary;

- (b) Determine that there is a quorum;
- (c) Approve the agenda;
- (d) Approve the minutes from the last General Meeting;
- (e) Deal with unfinished business from the last General Meeting;
- (f) If the meeting is an annual General Meeting:
  - (i) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;
  - (ii) Receive any other reports of Directors' activities and decisions since the previous AGM;
  - (iii) Elect or appoint Directors; and
  - (iv) Appoint an accountant, if any;
- (g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) Terminate the meeting.

### **3.10 Attendance at General Meeting by telephone or other communications medium**

Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

### **3.11 Methods of voting by members in attendance at General Meeting**

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

When secret ballots are required, as in the election of Directors, provision will be made for those attending by telephone or other communication medium to cast their ballots in secret.

### **3.12 Proxy Voting**

Proxy voting must be assigned to a Member who will be present at the meeting. A Member may only hold one proxy. The Member assigning the proxy vote to another Member who will be present must do that in writing, i.e. provide written and signed notice that they are providing their proxy vote to the Member designated.

### **3.13 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 or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. For e.g., changes to bylaws or removing a director requires a vote of no less than 2/3 of voting members present to approve.

### **3.14 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**

The number of directors shall be twelve: 6 elected and 6 appointed.

If the immediate past-chair is appointed to the Board, the number of directors shall be 13. See 4.4.

The members at a General Meeting shall determine the fixed number of Directors from time to time.

##### **4.2 Residency**

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

##### **4.3 Board eligibility (Membership)**

A Director is required to be a member of the Society.

##### **4.4 Election or appointment of Directors**

Directors are elected by simple majority of the members.

Nominations for vacant positions will be solicited from the membership. These can be submitted for the period of time that starts with the announcement of the Annual General Meeting and continues up to and including the Annual General Meeting. **All** nominees must be eligible to be a director according to the criteria found in the Act and must complete and sign the nomination form and the personal declaration of suitability to be a director prior to the AGM.

Separate elections shall be held for each elected office to be filled. Unless a nominee is acclaimed, a ballot shall be held for each office.

Appointed directors are the normally the chair of each Tourism Association Partner. Should the chair not be able to attend a meeting, another elected Board member from the TAP may attend in their place, with 14 days notice to the TIAY chair. TAP Executive Directors may not attend an Association Board meeting in lieu of the regular appointed member, i.e. the TAP Board chair.

The Executive Director position is Ex Officio on the Board.

Subject to Board approval, the immediate past chair may be appointed to the Board as a full voting member. There may be only one past chair appointed to the Board at any time. When an immediate past-chair is appointed to the Board, the Board will have 13 members.

##### **4.5 Term**

The Directors are elected at each annual General Meeting. Each Director is elected to a two-year term with half (3) of these terms expiring each year.

#### **4.6 Vacancies**

The Directors may appoint a member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

#### **4.7 Eligibility to Attend a Meeting in Lieu of a Director**

When a Director from a TAP is not able to attend a Board meeting and the TAP wishes to send an alternate, that alternate MUST be an elected member of the TAP's board. The Executive Director of the TAP may not attend the meeting in lieu of the TAP's appointed Board member.

#### **4.8 Removal of Directors**

A Director may be removed from office by special resolution of the members in accordance with the Removal of a Director policy.

#### **4.9 Remuneration for being a Director**

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

#### **4.10 Remuneration of Directors for other than being a director**

The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director, subject to the conditions in the *Conflict of Interest Policy* (Appendix 4, Governance Guide).

#### **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 under contracts of employment or services.

#### **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.

### **5. Meetings of Directors**

#### **5.1 Calling Directors' meeting**

The Directors shall meet not less than 4 times per year. The chair or any other 4 board members may call a meeting at any time.

#### **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 choose a regular date for board meetings.

The Directors may not pass a Board resolution without a meeting unless **all** Directors consent in writing

#### **5.4 Quorum for Board meetings**

A majority of the elected 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 and without the consent of all Directors**

The Directors may pass a Board resolution without a meeting as long as there is full consent, i.e. all Directors vote in favour.

Otherwise, the entire text of the resolution AND the deadline for response must be sent to each Director with a response deadline of at least 14 days. These resolutions may be passed with a simple majority.

### **6. Officers**

#### **6.1 Election or appointment of Officers**

The officers of the society shall be the chair, the vice-chair a secretary and a treasurer OR a secretary-treasurer. The immediate past-chair may, subject to approval by the Board, be appointed as a Director to the Board, with voting status. As soon as possible after the AGM, the Board will convene to select the Officers.

Only elected Industry Sector Directors or Directors-at-large of the Association shall serve as Chairs or Vice-Chairs.

Any Director may serve as Secretary or Treasurer.

If an Officer position becomes vacant, the directors may appoint someone to the position until the next AGM.

#### **6.2 Duties of Officers**

The Officers shall have the following duties and powers associated with their positions:

- (a) The chair is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- (b) The vice-chair is the vice-chair of the Board and is responsible for carrying out the duties of the chair if the chair 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.
  - (iv) 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**

Signing authorities, outlining who has authority to sign what kind of documents, and dollar amounts, shall be set out in policy.

## **8. Borrowing**

### **8.1 Borrowing powers**

- (a) 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.
- (b) No debenture shall be issued unless authorized by a special resolution of the directors.
- (c) The members may by special resolution restrict the borrowing powers of the directors.

## **9. Accountant**

### **9.1 Requirement for Accountant**

- (a) If the Association is a Class B society, the Association is not required to have an accountant.
- (b) If Class A, 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.
- (c) No director and no employee of the society shall act as a professional accountant.
- (d) The Society shall appoint an accountant at each AGM. Should there be a vacancy in the accountant position between AGMs, the directors may appoint an accountant to serve until the next AGM.
- (e) An accountant may be removed by an ordinary resolution of the membership.

## **10. Distribution of property before dissolution or on liquidation**

**10.1 Distribution**

The assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the Act, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.