

KLONDIKE VISITORS ASSOCIATION CONSTITUTION

REVISED – March 2014

1. The name of the society shall be the KLONDIKE VISITORS ASSOCIATION.
2. The objectives of the society are:
 - (a) To lead and promote visitor interest and Tourism in Dawson City, the Klondike region and the Yukon Territory;
 - (b) To revive and maintain the unique history and character of Dawson City and the Klondike Region.
 - (c) To enrich the social and cultural fabric of Dawson City and the Klondike Region for the benefit of visitors and residents alike.
 - (d) To promote and maintain pride in the beauty and aesthetics of the City of Dawson and the Klondike region;
 - (e) To carry on the functions of the Klondike Visitors Association, primarily in Dawson City, Yukon.

BY-LAWS

A. MEMBERSHIP

1. For the purpose of this Constitution the words he and his shall:
 - (a) Where the male gender is used it shall be considered to include the feminine gender unless any provision of the By-laws states otherwise;
 - (b) In the singular include the plural;
 - (c) In the plural include the singular.
2. All Members are in good standing except a Member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the Association, and the Member is not in good standing so long as the debt remains unpaid beyond the normal credit terms of the Association;
3. Any person over the age of nineteen and not engaged in an ongoing employment relationship with the Klondike Visitors Association may become a member of the Klondike Visitors Association (hereinafter referred to as "the Association") upon payment of an annual membership fee.
4. Any corporation or agency directly or indirectly engaged in or interested in the growth and development of the visitor industry and registered in the Yukon Territory, may become a corporate member of the Association upon payment of the corporate membership fee.
5. Any Government Agency, contractor, or person engaged in an ongoing employment relationship with the Klondike Visitors Association may become

a non-voting Associate Member of the Association upon payment of an annual Associate Membership fee.

6. On being admitted to membership, each Member is entitled to, without charge, a copy of the constitution and by-laws of the Association.
7. Any member may examine the records of the Association:
 - (a) During the 30 minutes prior to the commencement of business at any General Meeting;
 - (b) Once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 48 hours notice;
 - (c) At any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.
 - (d) Records are defined as approved versions of all Board and membership minutes, audited financial statements, copies of the incorporation documents, bylaws and special resolutions, and a membership register.
8.
 - (a) Every Member of the Association who is in good standing shall have the right to vote on any motion or resolution tabled at any General Meeting of the Association;
 - (b) A Member in good standing present at a meeting of members is entitled to one vote;
 - (c) Associate Members are not entitled to a vote;
 - (d) Voting, except for the election of officers or directors, is by a show of hands;
 - (e) Voting by proxy is not permitted;
 - (f) No corporation or agency may be represented in the Association by more than one Member;
 - (g) Each Member shall be issued a membership card and his name, address and date of joining shall be recorded by the Secretary according to the provisions of the Societies Act;
 - (h) All memberships expire at the end of the fiscal year. However, there shall be a grace period extending up to and including the date of the next Annual General Meeting, during which memberships may be renewed and remain in good standing.
9. An individual or corporation shall cease to be a Member of the Association:
 - (a) By delivering a resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
 - (b) On death, or in the case of a corporation, on dissolution;
 - (c) On being expelled;
 - (d) On non-payment of current years dues following the grace period expiring at the Annual General Meeting

10. (a) A Member may be expelled by a Special Resolution of the Members passed at a General Meeting;
 - (b) The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - (c) The person or corporation who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to vote.
11. The membership fees shall be established and reviewed from time to time by the Board of Directors and set out in Appendix A of the bylaws.

B. OPERATION

1. The fiscal year of the Association shall run from January 1 to December 31 of each year.
 2. The Board of Directors (hereinafter called "the Board") shall be responsible for conducting the business of the Association and its affairs.
 3. (a) The Association shall have a Board consisting of 8 Directors, plus the immediate past Chairperson if applicable, to be elected in the manner prescribed;
 - (b) The Board shall invite a specific representative of the Territorial Government to sit as an Advisor to the Board, with no voting powers.
 - (c) The Board shall invite a specific representative of the Union - PSAC Local Y018 - to sit as an Advisor to the Board, with no voting powers.
 - (d) The Board has the power to appoint any 4 additional persons to sit as Advisors to the Board for a period of up to one year each, with no voting powers.
4. Every General Meeting other than an Annual General Meeting is a Special General Meeting.
 5. Members of the Association are eligible for election to the Board, provided that they:
 - (a) Are Klondike district residents for not less than 5 months per year; and,
 - (b) Are a Member in good standing of the Association; and,
 - (c) Are not Auditors of the Association; and,
 - (d) Are not an Associate Member of the Association; and,
 - (e) Are not directly contracted by the Association.
 6. (a) 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;

- (b) 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 general nature of the Special Resolution to be submitted at the meeting.
- 7.
- (a) The Association shall have an Executive Committee (hereinafter called "the Executive,") consisting of a Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, a Treasurer, a Secretary and the immediate past-Chairperson if the position is filled. Three members of the Executive shall constitute a quorum;
 - (b) As soon as possible following the AGM, the newly elected Board shall elect the Executive in the manner prescribed. The Chairperson shall be elected from the Directors having been a member of the Board for at least two out of the past three years or not less than one year immediately prior to their election.
 - (c) If applicable, the immediate past Chairperson shall be a member of the Executive and will remain on the Board;
 - (d) The Executive shall manage the affairs of the Association subject to such direction as it may receive from time to time from the Board or by Extraordinary Resolution at a General Meeting of the Association;
 - (e) Any vacancy on the Executive shall be filled by election from the Board for the remaining term of the vacant position;
 - (f) The Chairperson of the Executive shall preside at all General Meetings of the Association and of the Directors, and shall be an ex-officio member of all Committees;
 - (g) Members of the Executive are eligible for election to a maximum of 2 consecutive terms (4 years) to the same position and may seek re-election following a mandatory retirement from that position of 1 year.
8. At the Annual General Meeting a minimum of 4 Directors shall be elected for a term of 2 years and any additional Directors required to complete the 8 member Board shall be elected to 1 year terms.
9. Candidates for Director shall be nominated by 1 Member. Any candidate not present at the meeting must consent to the nomination in writing prior to the election. Election shall be by majority vote in secret ballot.
- (a) The Association shall advertise that nominations are open 30 days prior to the Annual General Meeting by:
 - (i) One advertisement in the local newspaper, and
 - (ii) Publicly-posted notices with an eligibility list at the Post Office and the Association offices in Dawson City.

- (b) Nominations will be accepted at the Association office up to and including the Annual General Meeting, at which time nominations can be accepted from the floor.
10. (a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy on the Board;
- (b) A Director so appointed ceases to hold office when a successor is elected at a General Meeting of the Association, but is eligible for re-election at the meeting.

C. POWERS AND DUTIES OF DIRECTORS

1. Four (4) Members of the Board shall constitute a quorum at Board meetings.
2. (a) Should any Director fail to attend regularly scheduled meetings for 3 consecutive months, they shall cease to be a member of the Board. The Directors shall grant a leave of absence of no more than 1 month for compassionate reasons upon written request. A further leave of absence may be granted if a Director has been absent for reasons of conducting KVA business outside of Dawson City.
- (b) The members may by special resolution, at a General Meeting, remove a director before the expiration of the director's term of office and may elect a successor to complete the term of office.
- (c) No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
3. The Board may appoint and hire an Executive Director to be the Chief Administrative Officer of the Association. The duties of the Executive Director shall be defined by the Board and the Executive Director shall be responsible to the Board.
4. The Secretary of the Association shall be responsible for the custody of minutes of all meetings of the Association. All minutes of the Association shall be open to inspection by Members during the regular hours of the administrative office of the Association.
5. (a) The Treasurer shall be responsible to the Board for the financial operations of the Association;
- (b) All funds of the Association shall be deposited in a chartered bank and all cheques shall be signed by one of the Treasurer, Chairperson, or designate and by the Executive Director, Manager of Finance and Administration, or designate;
- (c) All financial records of the Association shall be open to inspection by Members during the regular hours of the administrative office of the Association;

- (d) The Treasurer shall render financial statements to the Directors, Members and others when required;
 - (e) In order to carry out the purpose of the Association, the Directors may, 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;
 - (f) No debenture shall be issued unless authorized by a special resolution;
 - (g) The Members may, by Special Resolution, restrict the borrowing powers of the Board;
- 6.
- (a) The Board shall hold regular monthly meetings and may hold Special General Meetings in addition to the regular meetings;
 - (b) The Board shall establish a voting procedure for its meetings, and may revise procedures from time to time;
 - (c) The Chairperson may move or propose a resolution and may second a motion or resolution proposed by another person;
 - (d) In case of an equality of votes, the Chairperson shall not have a deciding 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.
7. Board meetings shall be open to all Members and may be opened to the public at the discretion of the Board.
8. The Executive may hold meetings as are deemed necessary.
9. The Board shall have the power to:
- (a)
 - (i) Appoint Committees, Sub-committees, or Standing Committees of which one Member must be a Director, for general or specific purposes as they deem expedient;
 - (ii) Require each Committee to make regular reports to the Board either verbally or in writing, as requested by the Board;
 - (iii) Require the Chairperson of active Committees to attend meetings of the Board.
 - (b) Make, amend, revoke or replace regulations relating to orderly conduct for users of the facilities of the Association;
 - (c) Approve annual operating and capital budgets;
 - (d) Approve non-budget expenses, including mortgage money and loans, in excess of \$10,000.00 per specific project by motion at a Board Meeting. The Executive Director can authorize emergency capital or repair projects to a maximum of \$15,000 without prior Board approval. Such expenditures must be reported to the Board within 10 days of authorization.

10. At the Annual General Meeting, the Board shall submit a financial statement for the past fiscal year, submit a budget for the current fiscal year and a provisional budget for the coming fiscal year.

D. MEETINGS

1. General Meetings and the Annual General Meeting:
 - (a) The Annual General Meeting of the Association shall be held each year on a date to be set by the Board of Directors, no later than the end of March.
 - (b) All other General Meetings are held at the discretion of the Board;
 - (c) 20% of the voting members of the Association, in good standing, shall constitute a quorum at any General Meeting of the Association;
 - (d) Questions arising at a meeting of the Members shall be decided by a majority of votes;
 - (e) In case of an equality of votes, the Chairperson does not have a second or deciding vote;
 - (f) Notice of a General Meeting setting out the purpose of the meeting shall be publicly posted not less than 10 days or more than 60 days before the meeting;
 - (g) A notice may be given to a Member by personal delivery, or by mail to the Member's registered address;
 - (h) 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.
 - (i) Notice of a General Meeting shall be given to:
 - (i) Every Member shown on the register of Members on the day notice is given or sent; and,
 - (ii) The Auditors;
 - (iii) No other person is entitled to receive a notice of a General Meeting;
 - (j) Special Meetings of the Board can be called by the Chairperson, any 4 Members of the Board of Directors, or 10 Members at large.
2. Except as specifically herein provided, voting shall be by a show of hands and a simple majority shall carry a motion. In the event that three Members demand a ballot, voting shall be by ballot and a simple majority shall carry a motion.

E. AUDITORS, LAWYERS, BANKERS

1.
 - (a) The Board shall appoint annually a chartered accountant or a firm of chartered accountants as Auditors;
 - (b) No Director or employee of the Association shall act as Auditors;
 - (c) The Board shall appoint a lawyer or a firm of lawyers to deal with legal affairs;

- (d) The Board shall appoint a chartered bank to accept, endorse and execute bills of exchange or transferable notes;
- (e) The Association shall adopt a seal that shall be securely stored in the offices of the Association and used on contracts entered into by the Association if required.

F. AMENDMENT OF BY-LAWS

1. The By-laws of the Association may be amended by an Extraordinary Resolution passed at a General Meeting by a majority of 75% of such Members of the Association as are present at such meeting, provided that notice of the proposed amendment(s) has been given to all Members not less than 21 days prior to the date of the meeting.
2. An amendment to the By-laws shall be made by editing, 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 text of the articles to be substituted or added.

G. GENERAL

1. No provision in the Constitution and By-laws of the Association shall contravene the provisions of the Societies Act.
2. In the event of the dissolution of the Association, all of its remaining assets after payment of liabilities shall be distributed to the City of Dawson.
3. A resolution in writing, signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
4. 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.

APPENDIX A

ANNUAL MEMBERSHIP FEES

General Membership (voting)

- Individual \$5.00
- Corporate \$200.00

Associate Membership (non-voting)

- Employee \$5.00
- Corporate Annual \$100.00
- Corporate Lifetime \$1000.00
- Government Agency \$50.00