



# Yukon Aboriginal Women's Council

407 Black Street  
Whitehorse YT Y1A 2N2  
(867) 667-6162 / Toll Free 1-866-667-6162  
yawc@northwestel.net

## NOTICE OF SPECIAL GENERAL MEETING OF THE YUKON ABORIGINAL WOMEN'S COUNCIL

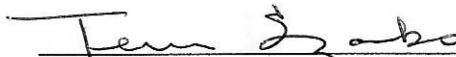
TO: Members eligible to vote at a special general meeting of the Yukon Aboriginal Women's Council\*

The Executive provides notice of a special general meeting of the Yukon Aboriginal Women's Council to be held **Saturday, February 8, 2020** at 12 p.m. at the YAWC office at 407 Black St., Whitehorse, Yukon.

The purpose of the meeting is for members eligible to vote to consider and approve the revised *Yukon Aboriginal Women's Council Constitution and Bylaws* set out in Schedule "A" attached to this Notice.

Once approved by the voting members and passed by special resolution, the revised *Constitution and Bylaws* will be filed with the Registrar of Societies and come into force on the date it is approved by the Registrar.

DATED at the City of Whitehorse, in the Yukon Territory, this 13<sup>th</sup> day of January, 2020.

  
Terri Szabo  
President

\* A member in good standing is eligible to vote. To vote at the special general meeting, the member must be present at the meeting.



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## SPECIAL RESOLUTION

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# YAWC Constitution and Bylaws Revision

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Special Resolution No.: **2020-1**

8-Feb-20

### WHEREAS

- A) The Yukon Aboriginal Women's Council ("YAWC") Executive provided notice of a special general meeting of the Yukon Aboriginal Women's Council to be held **Saturday, February 8, 2020** at **12 p.m.** at the YAWC office, 407 Black St., Whitehorse, Yukon;
- B) The purpose of the meeting is for members eligible to vote to consider and approve the revised *Yukon Aboriginal Women's Council Constitution and Bylaws* ("*Constitution and Bylaws*") set out in Schedule "A" attached to the Notice; and
- C) Once approved by the voting members and passed by a special resolution, the *Constitution and Bylaws* will be filed with the Registrar of Societies and come into force upon the approval of the Registrar.

### THEREFORE, BE IT RESOLVED

- 1) The members of YAWC have reviewed and approve the revised *Constitution and Bylaws*;
- 2) The members of YAWC direct the Executive to submit the *Constitution and Bylaws* to the Registrar of Societies for approval; and
- 3) The *Constitution and Bylaws* will come into force on the date it is approved by the Registrar of Societies.

Moved by: \_\_\_\_\_

Seconded by \_\_\_\_\_

Action: \_\_\_\_\_

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Terri Szabo  
President

**Schedule "A"**  
***YAWC Constitution and Bylaws***

***Yukon Aboriginal Women's Council***

*To support and to enforce the inherent rights and the civil and human rights of all aboriginal women.  
To promote and to aid in the development, preservation and protection of aboriginal cultural traditions.*



# *Yukon Aboriginal Women's Council Constitution and Bylaws*

*DRAFT*  
1-Jan-20

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## **SCHEDULE "A"**

### **AMENDED CONSTITUTION**

1. The name of the Society ~~shall be~~ is the Yukon Aboriginal Women's Council (~~herein after referred to as~~ the "Society").
2. The operations of the Society are to be carried out in all parts of the Yukon, with a head office in Whitehorse.
3. The objectives of the Society are:
  - (a) On all occasion, to advance interests of aboriginal women, and to co-ordinate their efforts for the purpose of promoting their common interests through collective action;
  - (b) To co-operate with other organizations, either incorporated or not, whose objectives are altogether or in part similar to those of the Society;
  - (c) To support and to enforce the inherent rights and the civil and human rights of all aboriginal women;
  - (d) To strengthen and support aboriginal women in their responsibility through planning and development towards healthy and sustainable communities;
  - (e) To encourage aboriginal women to assume a more positive and active role in the development of their political voice;
  - (f) To promote and aid in the development, preservation and protection of aboriginal cultural traditions;
  - (g) To remain non-partisan in its activities and dealings with the Government and political parties in Canada; **and**
  - (h) To do all such other things as are incidental or conducive to the attainment of the objectives of the Society.

## **SCHEDULE "B"**

### **AMENDED BYLAWS**

#### **PART 1 INTERPRETATION**

##### **Definitions**

1. (1) In ~~these~~ *this Constitution and Bylaws*, unless the context otherwise requires, "bona fide budgetary considerations" means considering factors related to the budget that are genuine or legitimate;

“Directors” means the ~~directors~~ members of the ~~society~~ Board of Directors then in office;

“Elder” means an aboriginal woman who is sixty (60) years of age or older;

“Executive” means the members of the Executive Committee then in office;

“Societies Act” means the *Societies Act* of the Yukon from time to time in force and all amendments;

“*Societies Regulations*” means the *Societies Regulations* of the Yukon from time to time in force and all amendments;

“registered address” of a member means the address as recorded in the register of members; and

“Youth” means an aboriginal woman between the ages of eighteen (18) and twenty-nine (29) inclusive.

- (2) The definitions in the *Societies Act* and in the *Societies Regulations* apply to ~~these~~ this *Constitution and Bylaws*.

## PART 2 MEMBERSHIP

### Eligibility for membership

2. Any aboriginal woman resident in the Yukon or northern British Columbia is eligible to become a member of the Society.

### Application

3. An individual may apply for membership in the Society by applying through the registered office of the Society.

### Annual membership fee – old 5

4. The amount of the annual membership ~~dues~~ fee shall be \$2, which is due at the Annual General Meeting if renewing, or upon submission of an application.

### Constitution and Bylaws – old 56

5. On being admitted to membership, each member is entitled to and the Society shall ~~give~~ provide to the member, without charge, a copy of the *Constitution and Bylaws* of the Society.

### Obligation of member – old 4

6. Every member shall uphold the *Constitution* and comply with these *Bylaws*;

**Examination of register of members – old 57**

7. Any member may examine the register of members at the registered office of the Society at any reasonable time. The register shall contain only the names of the members without any information that is considered confidential.

**Cease to be a member – old 6**

8. A member shall cease to be a member of the Society:
- by delivering a resignation in writing to the ~~secretary~~ President or Vice-President of the Society or by mailing or delivering it to the registered address of the Society;
  - upon death;
  - on being expelled; or
  - on having been a member not in good standing ~~for 12 consecutive months~~.

**Expulsion of a member – old 7**

9. (1) A member may be expelled by a special resolution of the members passed at a General Meeting.
- (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The ~~person member~~ 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 a vote.

**Not in good standing – old 8**

10. (1) All members are in good standing except a member who has failed to pay
- a current annual ~~membership~~ fee; ~~or~~
  - any other subscription; or
  - a debt due and owing to the Society ~~and~~.
- (2) The member is not in good standing so long as the debt remains unpaid.

**– old 9 deleted**

- ~~9. The member may, by special resolution, grant honorary membership to any person not eligible for membership. An honorary member:~~
- ~~must have provided outstanding service to people of aboriginal ancestry; and~~
  - ~~shall not be entitled to vote at any meeting of the Society.~~

**– old 10 deleted**

- ~~10. The members may, by special resolution, grant associate membership to any woman who is not eligible for membership but is resident in the Yukon or northern British Columbia and is the spouse of a person of aboriginal ancestry. An associate member shall not be entitled to vote at any meeting of the Society.~~

## PART 3 MEETINGS OF MEMBERS

### Meetings – old 11

11. General Meetings and Annual General Meetings of the Society shall be held at the time and place, in accordance with the *Societies Act*, that the Executive Committee decides.

### General Meeting – old 12

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

### Annual General Meeting – old 16

13. ~~The first annual general meeting of the Society shall be held no more than 15 months after the date of incorporation and after than an Annual General Meeting~~ shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

### Calling a meeting – old 13

14. ~~Seventy-five~~ Sixty percent of the Directors may request of the Executive Committee that a special General Meeting be convened. The Executive Committee shall review any such request, taking into account only bona fide budgetary considerations. If budgetary considerations allow for the holding of the meeting, the Executive Committee shall convene such a meeting.

### Notice to Members – old 14

15. (1) Notice of a General Meeting or Annual General Meeting shall be ~~given~~ provided or sent to each member eligible entitled to vote at the meeting ~~note fewer than 21 or more than 60~~ 14 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case ~~or~~ of special business, the general nature of the business. ~~In addition, the Society shall give notice of general meetings on local radio and in at least one local newspaper, but is not required in such notice to specify special business to be conducted.~~
- (2) Where a special resolution is to be voted on at ~~the a-general~~ meeting, notice of the ~~general~~ meeting shall be ~~given~~ provided or sent to each member eligible entitled to vote at the meeting no fewer 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~~ provide notice of a meeting to, or in the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

– **old 50 – 2 methods deleted** – ~~by fax, ... by radio phone,~~

- (4) A notice may be ~~given~~ provided to a member, by any one of the following methods:
- (a) email;
  - (b) ~~by~~ personal delivery;
  - (c) ~~by~~ telephone; or
  - (d) ~~by~~ mail to the member's registered address.

– **old 51**

- (5) ~~A notice sent by mail shall be deemed to have been given on the seventh day following that on which the notice is posted, and in proving that notice had been given it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.~~

A notice sent by mail or email is deemed to have been received on the fifth day after it is mailed or emailed, as the case may be.

– **old 52.1**

- (6) (a) Notice of a **General Meeting or Annual General Meeting** shall be ~~given~~ provided to every member shown on the register of members on the day notice is ~~given~~ provided or sent.
- (b) No other person is entitled to receive a notice of a **General Meeting or Annual General Meeting**.
- (c) The Society shall provide notice of the meeting in **social media and in** one local newspaper with territorial wide circulation but is not required in such notice to specify special business to be conducted. – **part of old 14(1)**

### **Members Responses – old 15**

16. (1) Each member who received notice of a meeting shall, no later than **14 7** days before the date of the meeting, give notice to the Society as to whether she will be attending the meeting (the "Members' Responses").
- (2) The **Executive Committee** shall review the **Members' Responses** to determine whether **a** quorum will be constituted at the meeting. If insufficient positive **Members' Responses** have been received to constitute **a** quorum at the meeting, the **Executive Committee** may, at its discretion and upon at least **9 5** days notice to all members who submitted **Members' Responses**, cancel the meeting. Such notice may be ~~provided given in any reasonable manner, including~~ by telephone or ~~radio phone~~ email.
- (3) As soon as practicable after cancelling a meeting pursuant to this ~~section~~ article, the **Executive Committee** shall schedule and ~~give~~ provide notice to all members ~~or~~ of a replacement meeting.

## PART 4

### GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

#### Proceedings at General Meetings

#### Special business

17. (1) Special business shall not be conducted at a **General Meeting or Annual General Meeting** unless notice has been ~~given~~ **provided** of the proposal to conduct that business at ~~the~~ **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 ~~e~~ of the **Professional Accountant**, if any;
    - (v) the election of **Directors and Executive**;
    - (vi) the appointment of the **Professional Accountant**, if required; and
    - (vii) the other business that, under ~~these~~ **this Constitution and Bylaws**, ought to be ~~transacted~~ **conducted** 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.

#### Quorum

18. (1) **The quorum shall be the President, or Vice-President, two (2) Executive, and seven (7) members of the Society.**
- (2) Where a quorum is not present at a **general** meeting, no business other than the **selection of a chairperson and the adjournment or termination of the meeting** shall be conducted. – **old 18(1)**
- (3) If at any time during a **general** meeting ~~these~~ **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. – **old 18(2)**
- ~~(3) A quorum is three quarters of the directors, including 50% of the executive.~~

## Chairperson

19. ~~The president of the Society, the vice-president, or in the absence of both, one of the other executive members present shall preside as chairperson of a general meeting. If none of the executive members present is willing or able to act as chairperson, the executive members present shall appoint one of the other directors present to act as chairperson.~~

The President shall preside as chairperson of a General Meeting or Annual General Meeting. If the President is absent or unable to act as chairperson, the Vice-President shall act as chairperson. If the Vice-President is unable to act as chairperson, the Executive shall appoint one of the other Directors present to act as chairperson.

## Adjournment

20. (1) A ~~general~~ meeting may be adjourned from time to time and from place to place, but no business shall be ~~transacted~~ ~~conducted~~ 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 ~~24~~ 14 days or more, notice of the adjourned meeting shall be ~~given~~ ~~provided~~ as in the case of the original meeting.
- (3) Except as required by this *Constitution and Bylaws*, it is not necessary to ~~give~~ ~~provide~~ notice of an adjournment or of the business to be ~~transacted~~ ~~conducted~~ at an adjourned ~~general~~ meeting.

## Resolutions and motions

21. (1) All resolutions and motions proposed must be seconded. The chairperson may move or propose a resolution and may second a motion or resolution proposed by another member.
- (2) In case of ~~an equality of votes~~ a tie vote, the chairperson shall not have a casting or second vote in ~~addition~~ ~~addition~~ to the vote to which the chairperson may be entitled as a member.

## Voting

22. (1) A member in good standing present at a meeting of members ~~in-entitles~~ ~~is entitled~~ to one vote.
- (2) Voting, except for the election of ~~Directors~~ ~~and Executive~~, is by a show of hands.
- (3) Voting by proxy is not permitted.

## PART 5 DIRECTORS

### Authority

23. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do ~~an and~~ which are not by ~~these this Constitution and Bylaws~~ or by statute or otherwise lawfully directed or required to be exercised or done by the Society ~~in-general at a meeting~~.
- (2) The authority of the Directors under ~~subsection (1) article 23(1)~~ is subject to:
- (a) all laws affecting the Society;
  - (b) ~~these this Constitution and Bylaws~~; and
  - (c) rules, not being inconsistent with ~~these this Constitution and Bylaws~~, which are made from time to time by the Society ~~in-general at a meeting~~.
- (3) No rule, made by the Society ~~in-general at a meeting~~, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### Eligibility – old 25

24. Each Director must be a member of the Society.

### Director restriction – old 55

25. No employee or contractor of the Society may be a Director of the Society.

### Director remuneration and expenses – old 30

26. 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 6 BOARD OF DIRECTORS

### ~~Proceedings of the Directors~~

### Composition – old 24

27. There shall be a Board of Directors consisting of the following eight (8) to ten (10) Directors ~~of the Society including~~ who are at least 19 years of age:
- (a) one (1) Youth ~~whose age shall comply with nationally accepted guidelines, which are subject to change from time to time~~;
  - (b) two (2) Elders; and
  - (c) ~~five (5) to seven (7)~~ Directors from the membership at large (including ~~the Executive~~).

**Term**

28. The Board of Directors shall hold office for two (2) years.

**Election – old 26**

29. (1) The Directors shall cease to hold office when their successors are elected at ~~a general~~ an Annual General Meeting of the Society, or they have resigned or ceased to be a member of the Society.

(2) ~~Separate elections shall be held for each director's position to be filled.~~

Elections shall be conducted for the positions by the following manner:

- (a) Executive positions shall be held by separate elections for each position; and
- (b) Director positions shall be held by one election for the remaining vacant Director positions.

(3) An election shall be by ballot unless a nominee is acclaimed.

(4) If no successor is elected, or acclaimed, the person previously elected or appointed continues to hold office.

**Appointment – old 27**

30. (1) ~~The~~ If a vacancy arises between Annual General Meetings, sixty percent of the Board of Directors may at any time and from time to time appoint a member as a Director to fill a the vacancy ~~in the directors~~.

(2) A Director so appointed ceases to hold office when a successor is elected at an Annual General Meeting of the Society, but is eligible for re-election at the meeting.

**Removal of Director – old 29**

31. 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~~.

**Validity of act or proceeding – old 28**

32. No act or proceeding of the Board of Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.

**Meetings – old 31**

33. (1) The Directors must hold at least one Board of Directors meeting per years, that meeting ~~to~~ may coincide with the Annual General Meeting of the Society.

(2) ~~Eighty per cent~~ Sixty percent of the Directors may request of the Executive Committee that a special meeting of the Board of Directors be convened. The Executive Committee shall review such request, taking into account only bona fide budgetary considerations. If budgetary considerations allow for the holding of the

meeting, the Executive Committee shall convene such a Board of Directors meeting.

- (3) The Executive Committee shall determine the ~~location of the meetings of the directors~~ notice requirements of the Board of Directors meetings as it considers advisable. – part of old 31(3)
- (4) The Executive Committee can allow such meetings to take place by way of teleconference. – part of old 31(3)
- (5) ~~A quorum is ¾ of the directors, including at least 50% of the executive~~ The quorum at a Board of Directors meeting shall be the President, or Vice-President, two (2) Executive, and two (2) Directors. – old 31(4)
- (6) ~~The president shall be the chairperson of all meeting of the directors. In absence of the president the vice president shall act as chairperson, or the directors present may choose one of their members to be chairperson at that meeting.~~ – old 31(5)

The President shall preside as chairperson of all meetings of the Directors. If the President is absent, the Vice-President shall act as chairperson. If the Vice-President is unable to act as chairperson, the Executive shall appoint one of the Directors present to act as chairperson.

### Voting – old 32

34. (1) Questions arising at a Board of Directors meeting ~~of the directors~~ shall be decided by a majority of votes.
- (2) In case of ~~an equality of a tie votes~~, the chairperson does not have a second or casting vote.

### – old 33 deleted

~~33. Each resolution proposed at a meeting or directors must be seconded and the chairperson of a meeting may move or propose a resolution.~~

### Resolution – old 34

35. A resolution in writing, signed by all the Directors and placed with the minutes of the Board of Directors is as valid and effective as if regularly passed at a Board of Directors meeting ~~of directors~~.

## PART 7 EXECUTIVE COMMITTEE

### Executive

### Composition – old 35(1)

36. The membership shall elect ~~from their number~~ an Executive Committee consisting of the following members who are at least 19 years of age:

- (a) President;
- (b) ~~the~~ Vice-President;
- (c) ~~the~~ Elder;  
~~the youth,~~
- (d) ~~the~~ Secretary; and
- (e) ~~the~~ Treasurer.

#### **Term – old 35(2)**

37. ~~The members of the executive shall hold office as executive members for two years, or until their successors are elected by the directors or they resign or cease to be a member or a director of the Society.~~

The Executive Committee shall hold office for two (2) years.

#### **Meetings – old 36**

38. The Executive Committee may determine its notice requirements, meet at times and places, and govern its proceedings by such rules, as it considers advisable.

#### **Authority – old 37**

39. The Executive Committee has the power to make all decisions and take all actions accorded to it by ~~these~~ *this Constitution and Bylaws*, and generally to oversee the day-to-day operations and administration of the Society.

#### **Resolutions – old 38**

40. A resolution in writing, signed by all the Executive members and placed with the minutes of the Executive Committee is as valid and effective as if regularly passed at a meeting of the Executive Committee.

#### **President – old 39**

41. The President is the chief executive officer of the Society and shall supervise the other Executive members in the execution of their duties.

#### **Vice-President – old 40**

42. The Vice-President shall carry out the duties of the President during the President's absence or, if the position of President is vacant, until the position is filled.

#### **Secretary – old 41**

43. The Secretary shall:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Society, the Board of Directors and the Executive Committee;

- (c) keep minutes of all meetings of the Society, the Board of Directors and the Executive Committee; and
- (d) maintain the register of members.

#### **Absence of Secretary – old 42**

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

#### **Treasurer**

45. The Treasurer shall:
- (a) advise the Board of Directors about the financial position and any problems, budgets or policies;
  - (b) oversee budget development and implementation;
  - (c) ensure funds are used cost-effectively; and
  - (d) support the Board of Directors' strategic direction and policies.

#### **Absence of Treasurer**

46. In the absence of the Treasurer from a meeting, the Directors shall appoint another member to act as Treasurer at the meeting.

#### **Executive remuneration**

47. The Executive may be compensated for their services as part of the Executive Committee on such terms as the Board of Directors may from time to time establish. Such compensation shall be only for services provided as an Executive; members of the Executive Committee who are also Directors will not be compensated for their services as Directors.

## **PART 8 SEAL**

#### **No Seal – old 43**

48. The Society shall have no seal.

## **PART 9 BORROWING**

#### **Authority to borrow – old 44**

49. 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.

**Debenture – old 45**

50. No debenture shall be issued unless authorized by a special resolution.

**Restriction of power – old 46**

51. The members may by special resolution restrict the borrowing powers of the Directors.

**PART 10  
PROFESSIONAL ACCOUNTANT**

**Application – old 47**

52. This Part applies only where the *Societies Regulations* require the Society to have a Professional Accountant.

**Appointment – old 48**

53. The Executive Committee shall appoint a Professional Accountant to act on behalf of the Society, and may change that appointment as it ~~thinks fit~~ considers advisable.

**Disqualification – old 49**

54. No Director and no employee of the Society shall act as the Professional Accountant of ~~the Society~~.

**PART 11  
DISSOLUTION**

**Asset distribution – old 53**

55. 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 ~~with a charitable purpose~~ as is determined by a special resolution.

**PART 12  
AMENDING CONSTITUTION AND BYLAWS**

~~Changing Bylaws~~

**Amendments – old 54**

56. (1) The Society may amend its *Constitution and Bylaws* by special resolution at a General Meeting or Annual General Meeting but the change is ~~not~~ not effective until filed with and approved by the registrar.

**– old 54(2) deleted**

~~54(2) An amendment to the bylaws shall be made by deleting, substituting or adding entire articles.~~

- (2) The notice of the meeting at which a special resolution to change the ~~bylaws~~ *Constitution and Bylaws* is to be voted on shall:
  - (a) if a few amendments are proposed, state the identifying numbers of the articles to be deleted, if any; and the entire texts of the articles to be substituted or added-; **or – old 54(3)(a) + (b) combined**
  - (b) if numerous amendments are proposed, the entire revised *Constitution and Bylaws* shall be provided with the notice.

## PART 13 DISPUTE RESOLUTION

**Dispute resolution – old 58**

57. Any dispute concerning the interpretation ~~of~~ or application of the *Constitution and Bylaws*, and any dispute concerning the rights of a member or the powers of a Director or ~~Executive member~~, shall be submitted to and decided by arbitration under the *Arbitration Act* of the Yukon, unless the parties agree to submit the dispute to a mutually agreeable mediator, in which case the parties shall share equally the fees of the mediator and otherwise bear their own costs.