

SOCIETES ACT

Yukon Outdoors Club

CONSTITUTION

1. The name of the society is Yukon Outdoors Club.
2. The objects of the society are:
 - a) To promote the enjoyment of the outdoors in the Yukon.
 - b) To plan and co-ordinate outdoor activities such as; hiking, backpacking, mountaineering, skitouring, overnight camping etc., in a manner that minimize enviornmental impact.
 - c) To promote the organization of outdoor recreation in the Yukon.
 - d) To serve as an information source for outdoor activities.
 - e) To foster co-operation and a balance in activities.
3. The operations of the society are to be carried on mainly in the Yukon Territory, with activities being co-ordinated at the physical address of the designated executive members.
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 recreational 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. Parahraphs 4 and 5 of this constitution are unalterable.

This document has not been
examined but purports to be
a duplicate of an instrument
registered JANUARY 27 1981

L. S. S. S.
REGISTRAR OF COMPANIES

~~REGISTERED THIS _____ DAY OF _____ 1981~~

BY-LAWS

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 has has paid his current annual membership fee if any annual membership fee has been set.
-) d) The annual membership fee, if any, shall be determined at the Annual General Meeting.
The society shall be run as a co-operative enterprise and members will be expected to participate in planning and co-ordination of activities.

ARTICLE 2 - TERMINATION

- a) The Board of Directors may at any time by resolution after notification and after hearing the member 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 the failure of any member to pay any annual membership fee, any 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 on or before the 30 of September in each year in or near the City of Whitehorse and on a day to be fixed by the Executive and seven (7) days notice of such meeting shall be mailed or handed to all life and ordinary members by the Secretary.

- 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 Executive of the society. Upon receipt of a written request for a special general meeting signed by either ten (10) members or three (3) Committee Members, the Secretary shall convene such meeting within two 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 such adjourned meeting.
- d) Every member in good standing shall be entitled to one vote.

ARTICLE 4 - DIRECTORS AND OFFICERS

- A) At the first General Meeting the Board of Directors shall be elected from among the members of the society for a one year term. The executive shall consist of a President, Vice President, Treasurer and Secretary all of whom shall be elected by the Annual General Meeting and two Directors shall also be elected at the Annual General Meeting. The subscribers to the constitution and the by-laws shall constitute the first Board of Directors until the first Annual General Meeting and shall elect from within itself the President, Vice-President, Treasurer and Secretary.
- b) Executive members must be members in good standing of the society.
- c) The majority of the Executive shall have the power to appoint any member of the Society to fill a vacancy in their members. Such an appointment must be confirmed by membership at the next Annual General Meeting.
- d) A majority of the Directors shall form a quorum for the transaction of business. The Executive 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 Executives are present or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be formally called by the Chairman of 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 of President or Chairman 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.

- e) Questions arising at any meeting of Executive shall be decided by a majority of votes. In case of an equality of votes the President or Chairman, shall have a second or casting vote.
- f) A resolution in writing signed by all the Directors personally shall be valid and effectual as if it has been passed at a meeting of Directors duly called and constituted.
- g) 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.
- h) The members of the Executive shall receive no remuneration for acting as such.
- i) The President, shall, when possible, preside at all meetings of the members of the society. The President shall be responsible for the co-ordination 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.
- j) 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 for any reason be prevented from attending to his duties, and shall preside at all meetings of the society of or upon the request of the President.
- k) 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. He 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 meeting thereof or whenever required of him, and account of all his transactions as Treasurer, and of the financial position of the society. He shall also perform such other duties as may from time to time be determined by the Board of Directors
- l) The Secretary shall be ex officio clerk of the Board of Directors. He 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. He shall give all notices required to be given to members and to Directors. He 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 he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

- m) Deeds, transfers, licensed, contracts and engagements on behalf of the society shall be signed by either the Chairman of the Board of Directors, or the President or the 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 Chairman 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 Chairman of the Board of Directors and by the Treasurer.

ARTICLES 5 - BORROWING There shall be no borrowing.

ARTICLE 6 - APPOINTMENT OF ACCOUNTANT

- a) The Board of Directors may from time to time appoint an accountant to hold office for such period as the Directors may determine. Any members of the society or the Board of Directors may be appointed for such purpose.

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

- a) The By-Laws of the society shall not be altered or added to except by extraordinary resolution of the society. For all purposes of this 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 given, such majority being three-fourths.

ARTICLE 9 - PREPARATION AND CUSTODY OF BOOKS AND RECORDS

- a) The Directors 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 be 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.
 - vi. 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 September in each year.

ARTICLE 10 - INSPECTION OF BOOKS AND DOCUMENTS

- a) 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 of 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 of book 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.

DATED at the City of Whitehorse, in the Yukon Territory, this 30th day of October, 1980, A.D.

Anton Konda
Name

at #2 Camp #17 R.R. #1 Whitehorse Yukon
Address

Paul Lutz
Name

Box 4445, Whitehorse, YT
Address

Wally Hylsness
Name

Box #45 Whitehorse Yukon
Address

Don LaPalme
Witness to the above signatures

Marg Bender
Witness to the signature of Don LaPalme

Patricia McKenna
Name

306 Hanson St., Whitehorse, Y
Address

Debra LaPalme
Name

53 Green Cross
Address

Bonglas Wing
Name

71 Teslin Rd Whitehorse
Address

This day of October, 1980.

SPECIAL RESOLUTION PASSED AT ANNUAL GENERAL MEETING
SEPTEMBER 25, 1987

Article 9 c of the bylaws shall be altered to read:

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

Article 6 a of the bylaws shall be altered to read:

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 30 days after such general meeting, be filed in duplicate with the Registrar of Corporations. The financial statements filed with the Registrar of Corporations 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 appointment of an accountant must be specially authorized at the beginning of each financial year by the members of the Society passing the following extraordinary resolution:

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