

## **Amalgamation Member Vote**

### **OUTLINE FOR Special General Meetings**

1. Plan a Special General Meeting (SGM) for each organization to take place on Thursday, October 10, 2024. Times and location TBA.
  - i. Golden Age Society
  - ii. Yukon Council on Aging
  - iii. ElderActive

*\*\*Note: an estimated 1 hours could be scheduled for each sequential meeting, but the SGMs could be as quick as 15 minutes depending on discussions//questions posed.*

2. Share Amalgamation Voting package (with all relevant information) to all Members (for each organization)
  - b. SGM INFO: date, time, and location **\*\*Boards to confirm**
    - i. (including online voting and proxy vote options as applicable)
  - c. Voting Process
  - d. SGM Agenda with Voting Motion
  - e. Relevant Excerpts from bylaws

#### 3. Host SGM(s) October 10, 2024 - Agenda

1. Outline voting process (according to each organization's bylaws)
2. Outline amalgamation motion - what members are voting on
  - a. Motion presented - mover/ seconder
  - b. Present Board message -
    - i. Outline recommendation of organizations (message of trust based on our due diligence and explorations, this is what we are recommending to our members).
    - ii. Outline next steps if yes vote -> Amalgamation Application through Yukon Societies Act - through Yukon Professional Licensing and Regulatory Affairs (formerly Corporate Affairs)
    - iii. Outline next steps if no vote -> Goes back to each Board to:
      1. Review Member feedback for no votes
      2. Determine if there is possibility to mitigate concerns and present for a second member vote with 2 or 3 organizations (as applicable) or close amalgamation exploration.
    - iv. Member discussion/ questions (as required)
    - v. Vote on motion to amalgamate
    - vi. Announce results
    - vii. Member feedback form - reasons for vote

# **ElderActive Recreation Association**

## **Regarding - Amalgamation of ElderActive, Golden Age Society and Yukon Council on Aging**

### **Process for calling and conducting a Special General Meeting**

#### **Information to Members**

- 1) Send notice of Special General Meeting to Members at least 14 days and not more than 60 before the meeting days
- 2) Inform the Members that the business to be transacted at the meeting is a motion on accepting the amalgamation agreement and include the text of the motion and any additional material
- 3) Inform the Members that
  - a) quorum is the greater of three members or 10% of the members.
  - b) this motion is a Special Resolution, meaning that the resolution must be passed by at least 2/3 of the votes cast by the voting members on that resolution, or consented to in writing by all of the voting members; and that
  - c) Proxies are not permitted

#### **Voting Process**

- 4) Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the members,
- 5) If, before or after a vote, two or more members request a written ballot, or a written ballot is directed by the chair, voting must be by written ballot.
- 6) If one or more members vote while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.
- 7) Attendance will be available by Zoom (voting available by show of hands, oral vote or written ballot, as applicable).

#### **Result of Vote**

- 8) The chair will announce the outcome of the vote and that outcome will be recorded in the minutes of the meeting.
- 9) Unless the voting is by written ballot, the chair can declare that a resolution has been carried or lost without proof of the number or proportion of votes recorded in favour or against the motion.

# Special General Meeting

## Agenda

Date:

Location: TBA + Zoom

Order of Business

- a) Confirm a chair for the meeting
- b) Determine there is a quorum
- c) Approve the agenda
- d) New Business
  - i) Motion that the ElderActive Recreation Association:
    - Agrees to amalgamate with the Yukon Council on Aging and Golden Age Society as Northern Horizons Yukon Society effective April 1, 2025;
    - Accept the terms and conditions of the Amalgamation Agreement as presented at this Special General Meeting; and
    - Accepts that any two (2) directors of ERA are authorized to sign the Amalgamation Agreement and all other documents that they consider necessary or appropriate to complete the amalgamation.

Moved:    Seconded:    Result

- e) Terminate the meeting.

# Relevant Excerpts from ERA Bylaws

## Definitions

“Special Resolution” means a resolution passed by at least 2/3 of the votes cast by the voting members on that resolution, or consented to in writing by all of the voting members.

## 3.1 General Meetings

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.

## 3.3 Notice of General Meeting

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

- Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;
- 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
- Include the text of any resolution to be submitted to the meeting that, under the Act or the Bylaws, must be passed as a Special Resolution

## 3.5 Quorum for General Meetings

A quorum for the transaction of business at a General Meeting is the greater of three members or 10% of the members.

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

- a) 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 written ballot or a written ballot is directed by the chair, voting must be by written ballot.
- b) 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.
- c) In the case of a tie vote, the proposed resolution does not pass.

## 3.12 Proxies

Voting by proxy is not permitted

## 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.

## Additional procedural bylaw sections

### 3.4 Chair of General Meetings

### 3.6 Quorum required

### 3.7 Lack of quorum at General Meetings

### 3.8 Adjournments of General Meetings

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

### 3.13 Vote at a General Meeting

# Golden Age Society

## Regarding - Amalgamation of ElderActive, Golden Age Society and Yukon Council on Aging

### Process for calling and conducting a Special General Meeting

#### Information to Members

- 1) Send notice of Special General Meeting to Members at least 14 days and not more than 60 before the meeting days
- 2) Inform the Members that the business to be transacted at the meeting is a motion on accepting the amalgamation agreement and include the text of the motion and any additional material
- 3) Inform the Members that
  - a) quorum is the greater of three members or 25% of the members.
  - b) this motion is a Special Resolution, meaning that the resolution must be passed by at least 2/3 of the votes cast by the voting members on that resolution, or consented to in writing by all of the voting members; and that
  - c) Voting by proxy is permitted using a ballot provided by the Society. Proxies are limited to 2 per person.

#### Voting Process

- 4) Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the members,
- 5) If, before or after a vote, two or more members request a written ballot, or a written ballot is directed by the chair, voting must be by written ballot.
- 6) If one or more members vote while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.
- 7) Attendance will be available by Zoom (voting available by show of hands, oral vote or written ballot, as applicable).

#### Result of Vote

- 8) The chair will announce the outcome of the vote and that outcome will be recorded in the minutes of the meeting.
- 9) Unless the voting is by written ballot, the chair can declare that a resolution has been carried or lost without proof of the number or proportion of votes recorded in favour or against the motion.



# **Golden Age Society**

## **Special General Meeting**

### **Agenda**

Date:

Location: TBA + Zoom

Order of Business

- a) Confirm a chair for the meeting
- b) Determine there is a quorum
- c) Approve the agenda
- d) New Business
  - i) Motion that the Golden Age Society:
    - Agrees to amalgamate with the Yukon Council on Aging and ElderActive Recreation Association as Northern Horizons Yukon Society effective April 1, 2025;
    - Accept the terms and conditions of the Amalgamation Agreement as presented at this Special General Meeting; and
    - Accepts that any two (2) directors of GAS are authorized to sign the Amalgamation Agreement and all other documents that they consider necessary or appropriate to complete the amalgamation.

Moved:   Seconded:   Result

- a) Terminate the meeting.

# Relevant Excerpts from Golden Age Society Bylaws

## Definitions

“Special Resolution” means a resolution passed by at least 2/3 of the votes cast by the voting members on that resolution, or consented to in writing by all of the voting members.

## 3.1 General Meetings

The Board may, at any time, call other General Meetings.

## 3.3 Notice of General Meeting

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

- a) Be sent to the members at least 14 days before the meeting 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 judgement concerning that business; and
- c) Include the text of any resolution to be submitted to the meeting that must be passed as a special resolution.

## 3.5 Quorum for General Meetings

A quorum for the transaction of business at a General Meeting is the greater of three members or 25 % of the members.

## 3.11 Methods of voting by members at General Meeting

- a) 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 written ballot or a written ballot is directed by the chair, voting must be by written ballot.
- b) 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.

a) .

## 3.12 Proxies

Voting by proxy is permitted using a ballot provided by the Society. Proxies are limited to 2 per person.

## 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, 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.

## Additional procedural bylaw sections

3.4 Chair of General Meetings

3.6 Quorum required

3.7 Lack of quorum at General Meetings

3.8 Adjournments of General Meetings

3.10 Attendance at General Meeting by telephone or other communications medium

3.13 Vote at a General Meeting



# **Yukon Council on Aging**

## **Regarding - Amalgamation of ElderActive, Golden Age Society and Yukon Council on Aging**

### **Process for calling and conducting a Special General Meeting**

#### **Information to Members**

- 1) Send notice of Special General Meeting to Members at least 14 days and not more than 60 before the meeting days
- 2) Inform the Members that the business to be transacted at the meeting is a motion on accepting the amalgamation agreement and include the text of the motion and any additional material
- 3) Inform the Members that
  - a) quorum is the greater of three members or 10% of the members.
  - b) this motion is a Special Resolution, meaning that the resolution must be passed by at least 2/3 of the votes cast by the voting members on that resolution, or consented to in writing by all of the voting members; and that
  - c) Proxies are not permitted

#### **Voting Process**

- 4) Voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the members,
- 5) If, before or after a vote, two or more members request a written ballot, or a written ballot is directed by the chair, voting must be by written ballot.
- 6) If one or more members vote while participating by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

#### **Result of Vote**

- 7) The chair will announce the outcome of the vote and that outcome will be recorded in the minutes of the meeting.
- 8) Unless the voting is by written ballot, the chair can declare that a resolution has been carried or lost without proof of the number or proportion of votes recorded in favour or against the motion.

# Special General Meeting

## Agenda

Date:

Location: TBA + Zoom

Order of Business

- a) Confirm a chair for the meeting
- b) Determine there is a quorum
- c) Approve the agenda
- d) New Business
  - i) Motion that Yukon Council on Aging:
    - Agrees to amalgamate with the ElderActive Recreation Association and Golden Age Society as Northern Horizons Yukon Society effective April 1, 2025;
    - Accept the terms and conditions of the Amalgamation Agreement as presented at this Special General Meeting; and
    - Accepts that any two(2) directors of YCOA are authorized to sign the Amalgamation Agreement and all other documents that they consider necessary or appropriate to complete the amalgamation.

Moved:    Seconded:    Result

- a) Terminate the meeting.

# Relevant Excerpts from YCOA Bylaws

## Definitions

"Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the General Members on that resolution, or consented to in writing by all of the General Members;

## Other general meetings

**18(1)** The Board may at any time call a General Meeting other than the Annual General Meeting.

(2) Members may requisition a General Meeting in accordance with the Act.

## Notice of General Meeting

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

- Be sent to the members at least 21 days before the meeting and not more than 60 days before the meeting;
- 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
- Include the text of any resolution to be submitted to the meeting that, under the Act or the Bylaws, must be passed as a Special Resolution

## Quorum for General Meetings

**24** - A quorum of Members for the transaction of business at a General Meeting is the greater of

- (a) 25 General Members; and
- (b) 10% of the General Members.

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

**28** Only General Members may vote at a General Meeting, and each General Member may cast only one vote on each motion or resolution.

Votes at a General Meeting are conducted by show of hands.

General Members participating by telephone or other communications medium may cast their votes by voice or by any other appropriate method.

- a) .

## Proxies

**30** Voting by proxy is not permitted

## Result of Vote

**31** The chair of a General Meeting announces the outcome of each vote.

The outcome of each vote must be recorded in the minutes of the General Meeting.

Except in the case of a vote by secret written ballot, a declaration by the chair of a General Meeting that a resolution has been carried or lost is conclusive evidence of that fact, and no proof is needed of the number or proportion of votes recorded in favour or against the resolution.

## Additional procedural bylaw sections

**21** Chair of General Meetings

**25** Adjournments of General Meetings

**27** Virtual Attendance

## Voting options by organization

### **GAS**

Attendance at General Meeting by telephone or other communications medium.

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

Methods of voting by member 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 voting 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 communication medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

Voting by proxy is permitted using a ballot provided by the Society. Proxies are limited to 2 per person.

### **ELDERACTIVE**

#### **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**

(1) 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 written ballot or a written ballot is directed by the chair, voting must be by written 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.

#### **3.12 Proxies**

Voting by proxy is not permitted.

### **YCOA**

#### ***Virtual attendance***

**27** Members may participate in a General Meeting by telephone, or by any other communications medium, only with the prior approval of the Board.

#### ***Voting***

**28 (5)** General Members participating by telephone or other communications medium may cast their votes by voice or by any other appropriate method.

#### ***No proxies***

**30** Votes by proxy are not permitted at a General Meeting nor in any other proceeding.

## Northern Horizons Yukon Society

# CONSTITUTION

Northern Horizons Yukon Society is a united and diverse organization that provides opportunities and resources to Yukoners 55+ so they enjoy lives of connection and purpose.

# BYLAWS

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## 1. Definitions and Interpretation

### 1.1. Definitions

In these Bylaws:

"Act" means the *Yukon Societies Act* and the regulations under the Act, as amended from time to time.

"Board" means the Directors of the Society.

"Bylaws" means these bylaws.

"Constitution" means the constitution of the Society.

"Director" means an individual who has been designated, elected or appointed, in accordance with the Act and these bylaws, as a Director of the Society.

"General Meeting" means a general meeting of the Members and includes Annual General Meetings and Special General Meetings.

"Officer" means an individual who is elected or appointed, in accordance with the Act and these Bylaws, as an Officer of the Society.

"Ordinary Resolution" means a resolution that is:

- a) passed by a simple majority of the votes cast by the Members on that resolution, or
- b) after being sent to all of the General Members, consented to in writing by at least 2/3 of the Members.

"Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the General Members on that resolution or consented to in writing by all of the General Members.

### 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 prevails.

### 1.4. Act Applies

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



## **2. Members**

### **2.1. Eligible Members**

All persons 55 years of age or older and who ordinarily reside in the Yukon are eligible to apply for membership.

### **2.2. Application for membership**

A person may apply to the Board for membership in the Society. The person becomes a Member of the Society on the Board's acceptance of the application and receipt of payment of dues, if any.

### **2.3. Duties**

Every Member must uphold the Constitution and comply with these Bylaws.

### **2.4. Classes of Membership**

There is one class of Members in the Society. Every Member is a voting Member.

### **2.5. Membership Dues**

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

### **2.6. Termination of Member**

A person's membership in the Society is terminated:

- a) When the person has failed to pay the membership dues, if any, when due; and
- b) In any of the other circumstances set out in these Bylaws and the Act.

### **2.7. Rights**

Every Member is entitled to those rights afforded to Members under the Act and these Bylaws, including the right to vote on every matter in respect of which a vote of the Members is held.

### **2.8. Authority to discipline or expel a Member**

Any Member of the Society may be disciplined or expelled by a decision of the Board, after following procedures set out in the Act and the relevant policy, if any, of the Society.

### **2.9. Members not liable**

A Member is not, in that capacity, liable for a debt or other liability of the Society.

### 3. General Meetings

#### 3.1. Annual General Meetings

An Annual General Meeting must be held in accordance with the Act and at the time and place the Board determines.

#### 3.2. Special General Meetings

The Board may, at any time, call a Special General Meeting. Members may requisition a Special General Meeting in accordance with the Act.

#### 3.3. Notice of General Meeting

Written notice of the date, time and location of a General Meeting must be given in accordance with the Act and:

- a) be sent to the Members at least 14 days, but 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 enough detail to allow Members to form reasoned judgments concerning that business; and
- c) include the text of any resolution to be submitted to the Meeting that, under the Act or these Bylaws, must be passed as a Special Resolution.

#### 3.4. Order of business

At a General Meeting, the order of business is:

- a) Elect an individual to chair the meeting, if necessary;
- b) Determine that there is 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 Director's 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 report of Directors' activities and decisions since the previous annual General Meeting;
  - iii. Elect or appoint Directors; and
  - iv. Waive requirement for, or appoint, an accountant.
- g) Deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
- h) Adjourn the meeting.

### 3.5. Chair of General Meetings

The following individual presides as chair of a General Meeting:

- a) the individual, if any, appointed by the Board to preside; or
- b) If the Board has not appointed an individual to preside or the individual appointed by the Board is unable to preside:
  - i. the President, if there is one;
  - ii. the Vice-President, if there is one, if the President is unable to preside; or
  - iii. a Director present at the meeting, if both the President and Vice-President are unable to preside, or if there is neither a President nor a Vice-President.
- c) If nobody described in paragraph (a) or (b) is able to preside as the chair of the General Meeting within 30 minutes after the time set for holding it, a Member present may preside as the chair.

### 3.6. Quorum at General Meetings

A quorum of Members for the transaction of business at a General Meeting is the greater of 3 Members and 10% of the Members.

### 3.7. 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.

### 3.8. Lack of Quorum at General Meeting

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

- a) the General Meeting is adjourned to the same day in the next week, at the same time and place or, if the place is not available, at another place determined by the chair with notice to the Members; and
- b) If, at the continuation of the General Meeting, there is no quorum within 30 minutes after the time set for continuing the adjourned Meeting, the Members who are present constitute a quorum for that meeting.

### 3.9. Adjournments of General Meeting

The chair of a General Meeting **may**, or if 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 there, except that, if 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.

### 3.10. Attendance by remote communications medium

Members may participate in a General Meeting by telephone or other communication medium.

The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, or other communication medium or in person, to communicate with each other during the meeting.

### 3.11. Methods of voting by Members 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.

If two or more Members request a written ballot or a written ballot is directed by the chair, then voting must be by written 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.

### 3.12. Voting 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.

### 3.13. Tied votes

If a vote at a General Meeting is tied, the proposed resolution does not pass.

If there is a tie vote in the case of an election, the vote is repeated until a result other than a tie is achieved.

### 3.14. Proxies

Voting by proxy is not permitted.

### 3.15. Result of Vote

The chair of a General Meeting must announce the outcome of each vote.

The outcome of each vote must be recorded in the minutes of the Meeting.

Except in the case of a vote by written ballot, a declaration by the chair that a resolution has been carried or lost is conclusive evidence of that fact, and no proof is needed of the number or proportion of votes recorded in favour or against the resolution.

### 3.16. Failure to give notice

No action taken at a General Meeting is invalid because of:

- a) an accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning of the notice.

## 4. Directors

### 4.1. Nominations

The Nominations Committee, if any, may present nominees for election to a Director or Officer position at an Annual General Meeting. If the nominees are not present at the Meeting, they must accept the nomination in writing in order to be nominated. Other nominees may be nominated from the floor.

### 4.2. Directors - eligibility

Each Director must be a Member and not be excluded from qualification as in the Act or these bylaws.

### 4.3. Number of Directors

The number of Directors must be a minimum of 7 and a maximum of 11 Directors.

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

### 4.4. Term of Directors

Directors are elected at each annual General Meeting. A Director's term of office ends at the close of the annual General Meeting at the end of their term.

The President and Secretary are elected for a two-year term in odd numbered years.

The Vice President and Treasurer are elected for a two-year term in even numbered years.

No Director may serve as a Director for more than eight consecutive years.

No Director is allowed to hold the office of President, Vice President, Treasurer, or Secretary longer than two consecutive terms for any position.

If no Director is elected for a position, on a case-by-case basis, the incumbent may serve for a third consecutive term as authorized by ordinary resolution of the Board.

#### 4.5. Officers of the Society

The Officers of the Society are the President, the Vice-President, the Secretary and the Treasurer. A Director is not allowed to hold two or more positions as an Officer at the same time.

#### 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 holds office for the balance of the term of the predecessor.

Filling a vacancy that is created by the removal of a Director will be in accordance with the Act.

If a vacancy remains following elections at the annual General Meeting, the Directors may appoint one or more additional Directors to fill a vacancy on the Board to hold office for a term expiring not later than the close of the next annual General Meeting.

#### 4.7. Removal of Directors

A Director may be removed from office by special resolution of the Members.

The Director has the right to appeal in accordance with the Act.

#### 4.8. Remuneration and reimbursement

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

#### 4.9. Remuneration of Directors for other than being a director

The Society may remunerate a Director for services that the Director provides to the Society in a capacity other than as a Director.

The remuneration will be identified in the financial statements of the Society in accordance with the Act.

#### 4.10. Majority of Directors must not be employed by Society

For each fiscal year, a majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.

#### 4.11. Reimbursement of Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing duties as a Director.

### 5. Meetings of Directors

#### 5.1. Calling Directors' meetings

The Directors may meet at any location in Yukon and in any manner as determined by the Directors.

#### 5.2. Regular Directors' meetings

The Directors may appoint a day or days in any month or months for regular meetings of the Directors at a place and hour to be named. A copy of any resolution of the Directors fixing the time and place of such regular meetings of the Directors must be sent to each Director, and no notice is required for any such regular meeting.

In addition to any regular meeting

- a) the President may call a Directors' meeting at any time; and
- b) the President must call a Board meeting if any two or more Directors, in writing
  - i. ask the President to do so, and
  - ii. state the business for the meeting.

#### 5.3. Board meetings may be held by electronic means

A meeting of the Directors' may be held by telephone or another communication medium that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means is considered as present at the meeting.

#### 5.4. Notice of Board meetings

Notice of a Board meeting must be given to each Director at least 10 days before the Board meeting, unless all Directors agree to a shorter notice period.

#### 5.5. Board quorum

A majority of the Directors in office constitutes a quorum at any meeting of Directors.

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

## 5.6. Voting of Directors

At a meeting of Directors:

- a) only Directors may vote;
- b) each Director has only one vote on each resolution;
- c) if a vote is tied, the resolution is defeated; and
- d) voting by proxy is not permitted.

## 5.7. Resolution without a meeting

Directors may pass a resolution without a meeting by electronic means.

The results of the vote will be recorded and may be read into the minutes of the next meeting.

The resolution is considered to have been passed when a majority vote has been recorded.

# 6. Officers

## 6.1. Duties of Officers

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

- a) The President is the chair of the Board of Directors and is responsible for supervising the other Directors in the execution of their duties.
- b) The Vice-President is the vice-chair of the Board of Directors and is responsible for carrying out the duties of the President if the President is unable to act.
- c) The Secretary is responsible for doing, or making the necessary arrangements for:
  - i. ensuring the annual report of the Society is filed and making any other filings with the registrar required under the Act;
  - ii. ensuring all records of the Society are kept in safe custody and in accordance with the Act and these Bylaw;
  - iii. ensuring notices of meetings are sent to Members and Directors as appropriate and that minutes are taken; and
  - iv. conducting the correspondence of the Society.

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:
- i. receiving and banking any monies collected from the Members or other sources;
  - v. keeping accounting records in respect of the Society's financial transactions;
  - vi. preparing the Society's financial statements;
  - vii. making the Society's filings respecting payroll, GST etc; and
  - viii. disbursing funds as directed by the Board.

## 6.2. Committees

The Directors may establish Standing or Ad Hoc Committees to assist the business of the Society.

Terms of reference will be approved for each Committee identifying scope and responsibilities, reporting responsibilities, membership and time frames.

## 7. Finance management

### 7.1. Fiscal Year

The fiscal year of the Society is April 1 to March 31.

### 7.2. Requirement for Financial Compilation and appointment of Accountant

If the Society is required by the Act to appoint an accountant, the Society may, by Special Resolution at an annual General Meeting, waive the requirement in accordance with the Act.

### 7.3. Signing Authority

A cheque drawn on a bank account of the Society must be signed by two Directors with signing authority.

The Society will establish procedures for receiving and paying funds through electronic means such as e-transfers and direct deposits to ensure due diligence and accountable financial management.

#### 7.4. Borrowing Powers

The Board may borrow and issue debt obligations to any person for any consideration, subject to any restrictions the Members place on the borrowing powers of the Board through ordinary resolution at an annual General Meeting.

Any restriction expires at the next annual General Meeting.

Despite any other provision of these Bylaws, any contract that includes an actual or potential borrowing by the Society must be signed by the President and the Treasurer.

#### 7.5. Execution of Documents

Any contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

Any Director may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy.

#### 7.6. Records

Any Member may inspect and copy records in accordance with the Act.

#### 7.7. Insurance

The Society must at all times have in force:

- a) liability insurance for the Directors;
- b) occupier's liability insurance for the premises it occupies;
- c) general insurance for its real and personal property. and

The Society may also carry any other insurance, such as event insurance, which is approved by the Board.

### **8. Amendments**

These Bylaws may be replaced, altered or added to by Special Resolution of the Members but the amendments are not in force until submitted in accordance with the Act.

### **9. Dissolution or Liquidation**

The Society may be dissolved or liquidated in accordance with the Act.

The distribution of property before the dissolution of the Society or on the liquidation of the Society will be made in accordance with the Act.

# **Amalgamation Agreement Terms & Conditions**

## **Northern Horizons Yukon Society**

### **MEMORANDUM OF UNDERSTANDING**



This Memorandum of Understanding (MOU) is entered into by and between the Golden Age Society (GAS), ElderActive Recreation Association (ERA), and Yukon Council on Aging (YCOA) with the purpose of amalgamating as one organization, Northern Horizons Yukon Society [general use name of Northern Horizons Yukon (NHY)], effective April 1, 2025.

#### **Rationale for Amalgamation:**

The amalgamation of GAS, ERA, and YCOA into Northern Horizons Yukon Society is a strategic partnership aimed at furthering our shared cause of promoting the well-being and empowerment of seniors in the Yukon. By consolidating our resources, expertise, and networks, we aim to better serve the senior community and enhance our impact.

#### **Agreement:**

As three aligned senior nonprofit organizations, we agree to work together strategically moving forward under the umbrella of Northern Horizons Yukon Society. We will bring our memberships, assets and liabilities into a single entity while ensuring that the original legacy organizations (ERA, GAS, YCOA) continue to exist within NHY.

#### **Inclusivity/Values:**

- **Respect:** We will allow sufficient time to honour the experience and voices of all stakeholders, including Board members, staff, members, and funders. We will hear and validate concerns raised during the amalgamation process.
- **Due Diligence:** We commit to conducting due diligence to ensure a smooth transition and to mitigate any potential risks or challenges that may arise during the amalgamation process.

By signing this MOU, GAS, ERA, and YCOA agree to enter into the amalgamation process and work collaboratively to establish Northern Horizons Yukon Society as a unified and impactful organization for Yukoners 55+.

Signed on this day \_\_\_\_\_ of \_\_\_\_\_, 2024

**For Golden Age Society (GAS):**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Full Name, Title

**ElderActive Recreation Association (ERA):**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Full Name, Title

**Yukon Council on Aging (YCOA):**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Full Name, Title

**ERA PROXY VOTE**

**Elderactive Recreation Society Special General Meeting (SGM) October 10, 2024**

I authorize \_\_\_\_\_\* to vote on my behalf at the ERA SGM on October 10, 2024 for the amalgamation motion.

Member Name: \_\_\_\_\_ Date: \_\_\_\_\_

Member Signature: \_\_\_\_\_

*\*The person assigned to your proxy vote must be a member in good standing of ERA at the time of the SGM.*

**GAS PROXY VOTE BALLOT**

**Golden Age Society Special General Meeting (SGM) October 10, 2024**

I authorize \_\_\_\_\_\* to vote on my behalf at the GAS SGM on October 10, 2024 for the amalgamation motion.

Member Name: \_\_\_\_\_ Date: \_\_\_\_\_

Member Signature: \_\_\_\_\_

*\*The person assigned to your proxy vote must be a member in good standing of GAS at the time of the SGM.*

