



CONSTITUTION & BYLAWS OF THE YUKON FIRST NATIONS CULTURE & TOURISM ASSOCIATION

AUGUST 2018

The Yukon First Nation Culture and Tourism Association (YFNCT) was formed in 2013 with the merging of the YFNCTA and the Adäka Cultural Society. The YFNCT is a non-profit organization committed to supporting and advancing the art, culture and tourism sectors of Yukon First Nations built on excellence and community inclusion.

1.0 STATEMENT OF SHARED VALUES

(a) Respect

We as members of the YFNCT believe that promoting and maintaining respectful relationships is the cornerstone to achieving the shared vision to support and advance the art, culture and tourism sectors of Yukon First Nations.

We as members of the YFNCT are committed to be kind, open minded, thoughtful and supportive to ensure that all who make contributions to the YFNCT or on behalf of the YFNCT are respected and appreciated for their work and commitments.

(b) Culture

We as members of the YFNCT recognize that the YFNCT was borne from a vision from Yukon First Nation Elders to provide support to Yukon First Nation communities and to provide a space for the art and culture of Yukon First Nations to thrive.

We as members of the YFNCT recognize that the YFNCT does not own the culture of the Yukon First Nations but rather we are privileged to learn from Yukon First Nation communities and have the opportunities to contribute to the protection and advancement of Yukon First Nations' arts and culture.

We as members of the YFNCT are committed to support Yukon First Nations in their efforts to protect their culture and to help where appropriate to educate the public on the Yukon First Nation protocols and traditional knowledge.

(c) Relationships

We as members of the YFNCT believe that it is important to build strong and effective relationships with Yukon First Nations, all levels of governments and with arts, culture and tourism associations to achieve and implement our vision of advancing the arts and culture of Yukon First Nation communities.

(d) Discipline

We as the members of the YFNCT have the opportunity to positively contribute and develop meaningful opportunities for Yukon First Nation artists and citizens in the areas of Yukon First Nation arts, culture and tourism. To achieve this end we as members of the YFNCT are committed to establishing a strong organization that is built on respect integrity, and excellence. We remain committed to support the YFNCT board, staff and representatives, their responsibilities, decisions and processes

(e) Fairness and Inclusivity

We as the members of the YFNCT are committed to making positive decisions to promote the advancement of Yukon First Nation arts, culture and tourism.

We as members of the YFNCT will strive to make decisions that lead to the just and equitable treatment of Yukon First Nation communities, artists, cultural centers and tourism providers.

We as members of the YFNCT are committed to be inclusive in our communications, information sharing and discussions.

2.0 MANDATE

The YFNCT is mandated to support, promote and advance the arts, culture and tourism sectors with and for Yukon First Nation communities.

3.0 OBJECTIVES

The objectives of the YFNCTA are to:

- (a) promote at all times the respect for the traditional territories of Yukon First Nations;
- (b) educate the public where possible on the importance of traditional knowledge and its proper use;
- (c) provide a unified voice for Yukon First Nation artists, cultural centers and tourism providers;
- (d) advocate, where appropriate, for the advancement of Yukon First Nation art, culture and tourism;
- (e) provide marketing and communication supports and opportunities to inform the public's understanding and awareness for Yukon First Nation arts, culture and tourism experiences in and beyond the Yukon;
- (f) support and promote the development, enhancement and presentation of authentic Yukon First Nation arts, culture and tourism products and experiences;
- (g) promote and support strong partnerships and networking opportunities for Yukon First Nation artists, tourism providers and sector stakeholders to promote collaboration and resource sharing; and

- (h) carry out such other functions, activities and responsibilities as may be necessary to fulfill the objectives listed above.

4.0 DEFINITIONS

“Annual General Meeting” means the meeting required to be held four months from the YFNCT Year End.

“Elder” means a Yukon First Nation person who is 55 years or older.

“First Nation ancestry” means a person who self-identifies as a Yukon First Nation, First Nation, Inuit or Metis.

“General Meeting” means a gathering of the membership to carry out and report on the business and activities of the YFNCT.

“member” means an individual, corporation or business and includes voting, non-voting or honorary, and who satisfies the requirements under this constitution.

“Special Resolution” means a resolution required under this constitution and passed by no less than 75% of the voting members present and eligible to vote at the Annual General Meeting

“Year End” is the date identified by the Board of Directors and confirmed with Corporate Affairs Yukon.

“Youth” means a Yukon First Nation person who is between the ages of 16 and 29.

5.0 MEMBERSHIP

- (1) The members of the YFNCT are those persons, corporations or businesses who
 - (a) are the applicants for incorporation of the YFNCT; and
 - (b) have satisfied the requirements of membership in accordance with this constitution.
- (2) Any person, corporation or business that has an interest in advancing Yukon First Nation arts, culture or tourism may apply to the YFNCT to become a member.
- (3) A person, corporation or business may apply to become a member of the YFNCT at a General Meeting or at the YFNCT office.
- (4) A person, corporation or business will become a member of the YFNCT when registered with the YFNCT.
- (5) No person, corporation or business that satisfies the requirements for membership under this constitution shall be denied a membership.

Voting Members

- (6) Those persons who have First Nation ancestry or who are First Nation corporations or businesses, with at least 50% ownership, are eligible to vote at General Meetings.

Non-Voting Members

- (7) Those persons, corporations or businesses that are not Yukon First Nations are eligible to receive information, engage in the discussions at the General Meetings but cannot vote at the General Meetings.

Fees

- (8) Non-voting members may be required to pay a membership fee.

Members' responsibilities

- (9) Every member is responsible to uphold the YFNCT constitution and bylaws.

Cancellation of Membership

- (10) A person, corporation or business may cancel their membership by confirming the cancellation to the YFNCT office in writing.

6.0 BOARD OF DIRECTORS***Size and Composition***

- (1) The members of the YFNCT will strive to achieve gender balance when putting names forward and will promote, when possible, board representation for the northern, southern, eastern and western Yukon First Nation communities.
- (2) The members of the YFNCT will strive to have an Elder and a Youth represented on the board of directors.
- (3) There shall be a board of directors comprised of 9 members selected at the Annual General Meeting or in accordance with this constitution.
- (4) Four of the 9 directors will be selected to serve as the Executive.
- (5) In addition to the 9 members a 10th seat will be held for the Past President.
- (6) The Past President will be an honorary member of the board and serve for a term of one year.

Term

- (7) With the exception of the Past President the board of directors will serve a term of three years.
- (8) A member shall remain on the board for the duration of their term unless they resign or are removed in accordance with this constitution.

Selection Process

- (9) Persons who are interested in letting their name stand to serve as a director and are unable to attend the Annual General Meeting will be required to file an application form (affixed as Schedule "A" to this constitution) with the YFNCT office at least 7 calendar days prior to the date of the Annual General Meeting. Nomination forms may be filed in person, by fax or by email.
- (10) Voting members in attendance at the Annual General Meeting may cast a vote for the selection of the board of directors.
- (11) Members may be in attendance at the Annual General Meeting in person or by electronic means (video conference or teleconference).
- (12) In the event that no more than 9 persons are nominated at the Annual General Meeting, those nominated will be confirmed as the board of directors by acclamation.
- (13) In the event that there are 9 or more persons nominated at the Annual General Meeting, the board of directors will be selected by secret ballot.

Limitations of the Board of Directors authority

- (14) The authority of the board of directors are subject to:
- (a) the laws of general application;
 - (b) this constitution and bylaws; and
 - (c) any motions or resolutions passed at the Annual General Meetings.

Quorum

- (15) The quorum for the board of directors will be fifty percent plus one.

Consensus

- (16) Approval of resolutions, motions or decisions require consensus.

Vacancy on the Board of Directors

- (17) A member may resign from the board by providing written notice to the Chair.
- (18) Any member may be removed from the board of directors for failing to attend three consecutive meetings without a valid reason.
- (19) In the event that a seat on the board of directors is or becomes vacant the Executive has the authority to appoint a new member until the next Annual General Meeting.

7.0 EXECUTIVE***Composition and Selection of Executive***

- (1) The Executive shall include a President, Vice President, and Secretary and Treasurer.

- (2) If one or more persons are nominated to serve a particular seat on the Executive the person will be selected by secret ballot.

Duties of the Executive

- (3) Duties of the Executive shall include:
- (a) provide leadership and meet in between the board of directors meetings;
 - (b) work with the YFNCT staff and representatives to carry out the YFNCTA mandate and vision;
 - (c) provide guidance and inform decisions specific to budgets and funding for the YFNCT;
 - (d) provide direction to the YFNCT staff in the administration of YFNCT funds;
 - (e) review reports from the YFNCT staff and provide direction to the YFNCT staff where appropriate; and
 - (f) account to the membership at the Annual General Meetings.

Duties of the President

- (4) The President is responsible to:
- (a) preside at all meetings of the Annual General Meeting and board of directors meetings;
 - (b) act as an ex-officio member of all committees established by the board of directors;
 - (c) ensure that the policies, motions, resolutions and decisions of the board of directors are upheld;
 - (d) represent the YFNCT at community, territorial, national and international levels; and
 - (e) act as the main spokesperson for the YFNCT.

Duties of the Vice President

- (5) In the event that the Chair is unavailable or unable to carry out his or her duties the Vice Chair will assume the responsibilities outlined in this constitution.

Duties of the Treasurer

- (6) The Treasurer is responsible to:
- (a) ensure financial records, including books of account are maintained as required to comply with applicable legislation; and
 - (b) quarterly financial statements are provided to the board of directors, members and others when required.

Duties of the Secretary

- (7) The Secretary is responsible to:
- (a) ensure the records and correspondence of the YFNCT are appropriately maintained;

- (b) notices of meetings of the board and Annual General Meeting are issued in a timely manner;
- (c) minutes of meetings are recorded and maintained;
- (d) minutes of all meetings of the board are circulated at least one week prior to the next meeting of the board;
- (e) proper custody and storage of all records and documents of the YFNCT;
- (f) property custody of the YFNCT seal; and
- (g) an accurate register of members.

Vacancy on the Executive

- (8) Other than the President, if a position on the Executive becomes vacant the board of directors may select a director amongst themselves, to fill the position.

8.0 ANNUAL GENERAL MEETINGS

- (1) There shall be an Annual General Meeting held within 4 months of the Year End.

Quorum

- (2) The quorum for an Annual General Meeting shall be 50% of members in good standing in attendance at the Annual General Meeting.

Notice

- (3) Notice of the Annual General Meeting will be locally advertised in the newspaper and radio and throughout the Yukon through the YFNCT social media sites at least 21 days prior to the date of the Annual General Meeting.
- (4) Notice of the Annual General Meeting will provide a tentative list of agenda items and will reference related materials. Hard copies of the agenda and related materials will be made available to members to pick up at the YFNCT office during normal business hours.

Voting Privileges

- (5) A member in good standing present at a General Meeting is entitled to one vote and may hold a maximum of one proxy for another member in good standing.

Voting by Proxy

- (6) Voting by proxy is permitted as long as the member in good standing has appointed his or her proxy in writing at least 48 hours in advance of a General Meeting and the appointed proxy member is a voting member in good standing.

9.0 SPECIAL GENERAL MEETINGS

- (1) Special General Meetings other than the Annual General Meeting may be held at the call of the board of directors or by 20% of the membership in good standing.

- (2) Notice of a Special 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. Notice shall include the intent of the proposed resolutions and agenda items.

10.0 SEAL

- (1) The board of directors may adopt a seal for the YFNCT and may substitute a new seal if required.
- (2) The seal shall be affixed to official documents or resolutions of the YFNCT and shall be affixed by a member of the Executive.

11.0 BORROWING & FINANCIAL ACCOUNTABILITY

Borrowing Monies

- (1) The YFNCT with the support of either a motion or resolution of the board of directors may borrow or raise or secure the payment of money in such a manner as it thinks fit and may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiate or transferable financial instruments.
- (2) The members may restrict the borrowing powers of the board of directors by resolution at the Annual General Meeting.

Financial Statements

- (3) The Treasurer will present the financial statements of the YFNCT to all members at the Annual General Meeting.

Reporting to Members by a Professional Accountant

- (4) This part applies only where the *Yukon Societies Act* and *Regulations* requires YFNCT to have a professional accountant or the YFNCT has resolved to appoint a professional accountant.
- (5) If needed at each Annual General Meeting the board of directors shall recommend the appointment of a professional accountant for a term for the approval by the voting members.
- (6) A professional accountant appointed under 11(5) must be a member of a Canadian accredited professional accounting body in good standing.
- (7) No director or employee of the YFNCT shall be the professional accountant.
- (8) The professional accountant may attend General Meetings.

Fiscal Year End

- (9) The fiscal Year End of the YFNCTA shall be December 31.

12.0 INDEMNIFICATION OF THE BOARD OF DIRECTORS AND EXECUTIVE

The board of directors and Executive and their respective heirs, executors and administrators shall at all times be indemnified and saved harmless by the YFNCTA from any and all costs, charges and expenses whatsoever that he or she may sustain or incur in or about any action, suit or proceedings that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of his or her duties as a director of the board or a member of the Executive.

13.0 AMENDMENT OF THE CONSTITUTION & BYLAWS

This constitution and bylaws may be amended by a Special Resolution at an Annual General Meeting provided that:

- (a) written notice of the intent to amend and the text of the proposed amendment is provided to all registered members at least 21 calendar days before the amendment is approved and adopted, unless there is unanimous consent to waive the requirement for notice; and
- (b) the amendment is approved by no less than 75% of the members who are in good standing and present at the Annual General Meeting.

14.0 DISSOLUTION

In the event of dissolution of the YFNCT the assets remaining after all debts have been paid or provisions for payment has been made shall, subject to the requirements of the laws of general application, may be distributed to one or more incorporated Yukon societies as determined by the members at an Annual General Meeting.