

COMMUNITY TRAINING TRUST SOCIETY CONSTITUTION

October, 1996

Revised April 27, 2008

The name of the Society is:

COMMUNITY TRAINING TRUST SOCIETY

Mailing Address: Box 31314
 Whitehorse, Yukon Y1A 5P7

Location: 15 – 1114 First Avenue
 Whitehorse, YT
 Y1A 1A3

The object of the Society is:

To facilitate training related to the operation, maintenance and management of communities in the Yukon.

BYLAWS

1. Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- 1.2 “Society” refers to the Community Training Trust Society.
- 1.3 “Association” shall refer to the Association of Yukon Communities.
- 1.4 “AYC” shall mean the Association of Yukon Communities.
- 1.5 “Board” shall refer to the Board of Directors of the Community Training Trust Society.
- 1.6 “Member” shall refer to “Board” members, as the only members of the Society are the Board of Directors.
- 1.7 “Directors” shall refer to the Directors of the Community Training Trust Society.
- 1.8 “Other Communities” refers to all communities that are not Municipalities and includes, but is not limited to, Unincorporated Communities and First Nations.
- 1.9 “Community Training Trust Fund” refers to all funds transferred from AYC as per the Contribution Agreement set up in a separate bank account entitled ‘Community Training Trust Fund’.
- 1.10 “YTG” refers to the Yukon Government, Department of Education, Advanced Education Branch, unless otherwise specified.

- 1.11 “AGM” unless otherwise specified, refers to the Annual General Meeting of the Community Training Trust Society.
- 1.12 The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

2. Membership

- 2.1 The *total of 5* members of the Society shall be *comprised of* a Chair and four additional Directors.
- 2.2 The Chair shall be selected by the Directors.
- 2.3 The three AYC representatives shall be nominated by the Board of Directors of the Association of Yukon Communities. Note these representatives do not have to come from the member communities, but not more than two can reside in the City of Whitehorse, and not more than two can be elected officials from AYC communities, and not more than two can be management from AYC communities.
- 2.4 AYC shall also nominate two General representatives. Each time a General representative Board position becomes vacant, AYC shall write to all Unincorporated Communities and First Nations inviting nominations. From the nominations received, AYC will nominate two General representatives to fill the final two positions on the Board. If less than a total of two nominations are received from Unincorporated Communities and/or First Nations, then AYC will nominate one or two Board members as required (to complete the Board to five), without any restrictions as to whom these one or two people nominated might be.
- 2.5 (a) In selecting the five Board Representatives, AYC should be sensitive to achieving as balanced a geographical representation as possible.
(b) The AYC Board may appoint an Alternate member to the CTTS Board in addition to the five regular voting members. This member may attend and participate in Board meetings and activities.
The Alternate shall not have a vote, UNLESS, there is less than five voting members in attendance, thereby the Alternate member may vote if there is no conflict of interest with the matter on which the vote is taken.
Other than this limitation in the voting, the Alternate member shall have all other rights, privileges, and responsibilities of any other Board member.
- 2.6 The Board must have at all times a voting member of the Board that does not reside in the Municipality of Whitehorse.
- 2.7 A quorum is 3, of which at least one must not be a representative of the City of Whitehorse. At any time the membership of the Board is reduced to less than 3

members, it is inoperative and prohibited from making any new decisions or initiatives until AYC has nominated sufficient new members to bring it up to at least 3.

- 2.8 Members shall serve a term that expires at the second AGM after the *effective date* of their appointment. (In some situations AYC may wait until after an AGM to nominate a Board member to create a balanced staggering of expiry dates of Board Members to promote continuity of knowledge on the Board.
- 2.9 All 5 voting members are also Directors and form the Board of Directors.
- 2.10 Every member shall uphold the constitution of the Society.
- 2.11 The Chair or a Director shall cease to be a member of the Society:
- a. by delivering a resignation in writing to the Chair or Secretary of the Society, or by mailing it to the address of the Society.
 - b. on death, or at the time of dissolution of the Society
 - c. on being expelled; or
 - d. if they are one of the 3 AYC Reps and they are removed by the AYC Board (as they serve the pleasure of the AYC Board)
- 2.12 A member may be expelled by a special resolution of the members at a general meeting of the Society.
- 2.13 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the resolution of expulsion shall be given an opportunity to be heard at the general meeting of the Society before the special resolution is put to a vote.
- 2.14 All members upholding the Constitution and complying with the bylaws of the Society are in good standing, except a member who has missed three or more consecutive meetings of the Society without good cause, as adjudicated by the Chair and Directors.

3. Meetings of the Society

- 3.1 *In addition to the Annual General Meeting (AGM)*, general meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the Chair and Directors decide.
- 3.2 The Chair and Directors may, when they think fit, convene a special general meeting, but the Chair (or in his or her absence, the Vice-Chair) shall call a special general meeting if requested to do so in writing by any two or more Directors.

- 3.3 Notice of the *annual general meeting* shall be given or sent to each member shall be given or sent to each member entitled to vote at the meeting, and the notice shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of the business.
- 3.4 Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting, not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
- 3.5 The accidental omission to give notice of, or the non-receipt of notice by any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.6 The annual general meeting of the Society (AGM) shall occur in May each year.

4. Proceedings at Meetings

- 4.1 Special Business *such as a motion of expulsion of a member*, shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.
- 4.2 Where a quorum is not present at a general meeting, no business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted.
- 4.3 If at any time during a general meeting 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.
- 4.4 A quorum is 3 of the voting members; at least one must not be a representative of the Municipality of Whitehorse.
- 4.5 In the absence of a Chair, another member shall preside as Chair.
- 4.6 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.7 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.8 The Chair has a vote. A tie vote is defeated.

- 4.9 A member in good standing present at a meeting of members is entitled to one vote.
- 4.10 Voting, except for the election of officers, is by a show of hands.
- 4.11 Voting by proxy is not permitted, however members may attend meetings by conference phone.
- 4.12 *In the event an actual meeting could not take place*, a resolution in writing, signed by a majority of the Directors, and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Society, so long as all Directors have been provided reasonable opportunity to discuss and vote on the resolution. All such decisions must be again ratified at the next regular board meeting.

5. Directors and Officers

- 5.1 The officers of the Society shall be chosen from among the members, and include a Chair, Vice-Chair, a Secretary and a Treasurer, or alternately a Secretary/Treasurer. The officers are chosen each year at the AGM for a 1-year term, expiring at the end of the next AGM. At any time a vacancy of an office occurs, the remaining Directors shall select an existing Director to fill that office on an interim basis until the AGM in May.
- 5.2 Separate elections shall be held for each office to be filled, and shall be by ballot unless acclaimed.
- 5.3 All members are also Directors.
- 5.4 A member shall cease to hold office who no longer meets the criterion of representation under which he or she was made a member of the Society, as per section 2 above.
- 5.5 AYC may at any time and from time to time nominate a Director to fill a vacancy in the Society.
- 5.6 No act or proceeding of the Society is invalid only by reason of there being less than the prescribed number of Directors in office, unless there are less than 3 Directors in office.
- 5.7 Neither the Chair nor any other Director shall be remunerated for being or acting as a Director. From time to time, the Board may allow that a Director be reimbursed for expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

5.8 The Chair and Directors may establish committees *chaired by* one or more Directors, and any other *non-members approved by the Officers of the Society*.

5.9 All committees shall be advisory in nature only. All power to render decisions shall remain with the Chair and Directors.

6. Duties of Officers

6.1 The Chair shall, except where these bylaws provide otherwise, preside at all meetings of the Society.

6.2 The Chair is the chief executive officer of the Society, and shall supervise the other officers in the execution of their duties.

6.3 The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.

6.4 The Secretary shall:

- a. conduct the correspondence of the Society;
- b. issue notices of meetings of the Society;
- c. keep minutes of all Society meetings;
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e. *allow any members access to the records and documents of the Society upon reasonable notice;*
- f. maintain the register of members;
- g. file any papers annually required to maintain up-to-date Society Status.

6.5 The Treasurer shall:

- a. keep all financial records; and
- b. render financial statements to the members, and others when required;
- c. provide to the Association of Yukon Communities and the YTG Department of Education, by *May 1* of each year, a copy of its annual statement and a written report of training accomplished within its most recent fiscal year.

6.6 A Secretary/Treasurer shall combine the responsibilities of sections 6.4 and 6.5.

6.7 The address of the Society shall be determined by the Board.

6.8 In the absence of the Secretary or Secretary/Treasurer from a meeting, the Directors shall nominate another person to act as secretary at the meeting.

7. **Seal:** The Society shall operate without a seal unless the Board chooses to operate with a seal.

8. **Borrowing:** The Society shall have no power to borrow money or issue debentures.

9. **Professional Accountant**

9.1 The Board shall make financial reports, with respect to their funds, as are reasonably required by the Government of Yukon, and/or the Association of Yukon Communities at any reasonable time. The Board shall have a *review* or audit conducted of the operating records of the fund by an impartial *professional non-member* Auditor as required by the Societies Act and/or if requested by AYC and/or YTG.

10. **Notices to Members**

10.1 A notice may be given to a member either by personal delivery or by mail to the member's registered post office box.

10.2 A notice sent by mail shall be deemed to have been given on the fifth day following that on which it was postmarked, given it is demonstrated that it was properly addressed and posted.

10.3 Notices of meetings shall be given to all Directors. *Some meetings and Special Resolutions require specific notice as outlined in sections 3.3 and 3.4.*

11. **Funds**

11.1 Any funds disbursed should be spent in an effort ultimately to achieve the Objective of the Society. To this end the Board has authority for the expenditure of any of its funds. As the Society is totally responsible for its own administration, it may use its funds to pay for any administration services not performed by its Board members (who are volunteers) or any other volunteers the Society can recruit.

11.2 Within three months of their nomination, the first Board shall establish (and deliver a copy to the AYC office) criteria for applications to the Community Training Trust Society for funds. These applications will be available to all communities and the criteria will recognize the public works operation and maintenance, recreational, administrative, and other community services training needs.

11.3 Any investments must be through a Yukon branch of a Chartered Bank and be Treasury Bills, Bankers Acceptance, GICs, or other similar interest-bearing security, not more risky than what the Yukon Government is allowed to invest in, as per YTG Financial Administration Act.

- 11.4 The Society may apply for and receive funds from any other source and use both the principal and any interest resulting from those funds as they see fit, so long as it furthers the achievement of the Objective of the Society.
- 11.5 All funds held by the Training Society, will be returned immediately to AYC and YTG if for any reason AYC or YTG believe the objectives of the fund, as outlined in items #4 and #6 of the AYC Training Trust Agreement dated March 2, 1995 and this constitution, are not being met.

12. Training Provided by Society

- 12.1 In general, training should be made available to all Municipalities and Other Communities, for the purpose of improving community government and the effectiveness of the employees and volunteers of those local governments.
- 12.2 The Board should periodically consult with the employees of Municipalities and Other Communities to ensure that their views are considered when determining training needs.
- 12.3 Although elected officials and management are eligible for training, the Board should make an effort to distribute its funds and training efforts across all categories of employees and volunteers of Municipalities and Other Communities.
- 12.4 Each year in May, the Board shall provide to the AYC office and YTG, a written report detailing the training accomplished in the preceding year, including a list of participants trained, their community and their position or role in their local government.

13. Dissolution

- 13.1 In the event of dissolution of the Society, the assets, including the Permanent Fund remaining after all debts have been paid or provisions for payment have been made, shall be dedicated to a fund to pay for Municipal and local governments training in a form acceptable to the Association of Yukon Communities and the Yukon Government.

14. Changes to the Bylaws

- 14.1 The Society may recommend an amendment to its bylaws, by passing at its AGM, or a special general meeting, a special resolution with a two-thirds majority, and presenting it to the Board of AYC. If the AYC Board approves the change, the

change is still not effective until filed with and approved by the Registrar of the Societies Act.

- 14.2 An amendment to the bylaws shall be made by deleting, substituting or adding entire articles.
- 14.3 The notice of the CTTS AGM, or special general meeting, at which a special resolution recommending to change the bylaws is to be voted on shall:
 - a. state the identifying numbers of the articles to be deleted, if any, and
 - b. the entire texts of the articles to be substituted or added.

15. Other

- 15.1 Each member shall be given, without charge, a copy of the constitution and bylaws of the Society.
- 15.2 As this is an independent Society, AYC will, except for fee for service, perform no management or administrative functions for the Society except as outlined in these bylaws and listed below:
 - a. nominating Board Members as described in Section 2 above;
 - b. giving direction to the 3 AYC Representatives on the Board (as would be the case for Reps of any organization);
 - c. make final decisions on any recommended bylaw changes as described in Section 14 above;
 - d. AYC Executive adjudicate any disputes as per Clause 15.4 below.
- 15.3 Any member of the Society may examine the records of the Society:
 - a. immediately before or after any general meeting, or
 - b. at any reasonable time or place agreed upon by the person having custody of the records such agreement not to be unreasonably withheld.
- 15.4 Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a Director or officer, shall be submitted to and decided by the Executive of the Association of Yukon Communities.