

YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION BYLAWS

1. Statement of Shared Values

Respect

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION believe that promoting and maintaining respectful relationships is the cornerstone to achieving the shared vision to support and advance the culture and tourism sectors of Yukon First Nations.

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are committed to be kind, open minded, thoughtful and supportive to ensure that all who make contributions to the organization or on behalf of the organization are respected and appreciated for their work and commitments.

Culture

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION recognize that the organization was born from a vision from Yukon First Nation Elders to provide support to Yukon First Nation communities and to provide a space for the art, culture and tourism of Yukon First Nations to thrive.

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION recognize that the organization does not own the art or 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' art, culture and tourism.

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are committed to support Yukon First Nations in their efforts to protect their art and culture and to help where appropriate to educate the public on the Yukon First Nation protocols and traditional knowledge.

Relationships

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

Discipline

We as the members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION have the opportunity to positively contribute and develop meaningful opportunities for Yukon First Nation in the areas of Yukon First Nation culture and tourism. To achieve this objective, we as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are committed to establishing a strong organization that is built on respect, integrity, and excellence. We remain committed to support the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION board of directors, staff and representatives, reflected through their responsibilities, decisions and YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION processes.

Fairness and Inclusivity

We as the members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are committed to making positive decisions to promote the advancement of Yukon First Nations' art, culture and tourism.

We as members of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION 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 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are committed to be inclusive in our communications, information sharing and discussions.

2. Objectives

The membership and board of directors are committed 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 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.

3. Definitions

“**Act**” means the *Yukon Societies Act SY 2020, c. 10* and the regulations under the Act, as amended from time to time.

“**Annual general meeting**” means a general meeting of members required to be held no later than four months from the Year End date.

“**Board**” means the directors of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

“**Constitution**” means the constitution of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION as described in section 11 of the Act.

“**Director**” means a person who has been selected, in accordance with these bylaws, to serve on the Board.

“**Elder**” means a Yukon First Nation person who is 65 years or older.

“**First Nation**” means a person who is a citizen of a Yukon First Nation or self identifies as a First Nation.

“**First Nation member**” includes a First Nation person who is 16 years of age or older and an organization or business that is at least 50% First Nation owned.

“**General meeting**” means a general meeting of the members either called by the Board or the membership in accordance with these bylaws.

“**Honorary member**” includes a Yukon organization or business or a person who is not First Nation.

“**Member**” means a person who satisfies the requirements set out in these bylaws.

“**Member in good standing**” means a person whose membership has not been cancelled for cause.

“**Membership registry**” means the list of members administered and kept by YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION in accordance with section 22(4) the Act.

“**Officer**” means a member who has been designated to serve on the Executive and selected in accordance with these bylaws.

“**Ordinary business**” includes but is not restricted to adoption of rules of order and agenda; consideration of financial statements; consideration of directors or accountant reports; election or appointment of directors; appointment of an accountant, if any; and business arising out of a directors’ report that does not require the passing of a special resolution.

“**Ordinary resolution**” means a decision made by the voting members in attendance at a general meeting approved by a simple majority (50%+1) of the votes cast on the particular resolution by those in attendance.

“**Registrar**” means the registrar of societies appointed under section 194 of the Act.

“**Special resolution**” means a decision made by the voting members in attendance at a general meeting approved by at least 2/3rd of the votes cast on the particular resolution by those in attendance; or consented to in writing by all membership.

“**Voting member**” means a person who is First Nation and includes a business or corporation that is at least 50% First Nation owned.

“**Year End**” is March 31.

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

4. Interpretation

4.1 These bylaws are intended to be read in combination with the Act. If there is a conflict between these bylaws and the Act, the Act will prevail.

4.2 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION is a class A society for the purpose and application of the Act.

5. Membership

5.1 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION has two categories of members which are Voting and Non-Voting. Both categories of members are responsible to uphold the values, objectives and requirements set out in these bylaws.

5.2 Voting members are First Nation members or 50% Indigenous owned businesses.

5.3 Non-voting members are non-First Nation members.

5.4 Any person who has an interest in advancing Yukon First Nations' art, culture or tourism may apply to the Board to become a member of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

Membership approval and fees

5.5 Membership requires the Board's acceptance and approval of the person's application and receipt of membership fees, if required.

5.6 The Board may deny a person's application if the person's conduct directed towards the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION operations or events is disruptive.

5.7 Membership fees, the amount and time of payment, is determined by the Board.

Categories of Membership

5.8 First Nation members are eligible to vote.

5.9 Honorary members are ineligible to vote.

5.10 Honorary members can attend and engage in general meeting discussions and can receive YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION information that is generally available to the public.

Membership Rights and Responsibilities

5.11 Voting members may inform and vote on matters where a vote is called, including but not exclusive to the election of directors, approval of policies or the amendment of these bylaws.

5.12 Every member in good standing may attend and participate in the general meetings.

5.13 Every member is responsible to uphold and comply with these bylaws.

Membership Expiry or Cancellation

5.14 A person's membership is to be renewed on an annual basis.

5.15. A person's membership will end if:

- (a) the member's term ends;
- (b) the membership is terminated in accordance with these bylaws;
- (c) the member resigns; or
- (d) the member, in case of an individual dies or in the case of a partnership or corporation, dissolves.

5.16 A person's membership may be suspended or cancelled on the grounds that they have failed to pay their membership fees if and when due or if their conduct directed towards the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION operations is disruptive.

5.7 In the event that a person's membership is subject to being suspended or cancelled the President or their designate will issue a written notice to the member setting out the reasons for the suspension or cancellation.

5.18 Before a cancelled membership takes effect the affected member will have the opportunity to meet with the Board and address the claims that bars their membership.

5.19 The Board can reconsider a decision to cancel a person's membership at any time.

5.20 The Board is responsible to report any changes to the membership at the annual general meeting.

6. General Meetings

6.1 An annual general meeting is required to be held each year no later than four months from the date of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION Year End.

6.2 An annual general meeting will be held on a date and location confirmed by the Board.

6.3 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION may apply to the registrar in accordance with section 76 of the Act to extend the deadline to hold the annual general meeting.

6.4 The Board may call other general meetings at any time.

6.5 Voting members may call for a general meeting in accordance with section 80 of the Act.

Notice of Meetings

6.6 Unless otherwise provided in these bylaws notice of a meeting is to be delivered to the members in writing at least 14 calendar days but no more than 60 calendar days prior to the date of the general meeting.

6.7 A notice of a meeting is to include:

- (a) an agenda that sets out the purpose of the meeting;
- (b) supporting documents or information to address the ordinary business; and
- (c) clearly set out in lay terms the meeting's objectives.

6.8 Should a meeting be for the purpose of amending the bylaws the notice is to:

- (a) be delivered to the members no later than 21 calendar days prior of the date of the meeting;
- (b) include a memo setting out the proposed amendment and the reasons for the amendment;
- (c) provide confirmation that the amendment is in compliance with the Act; and
- (d) include a draft special resolution that includes the text of the proposed amendment.

6.9 For the purposes of section 6.8 any proposed amendments to the bylaws will require filing the amendments with the registrar and confirmation in accordance with section 19 of the Act.

6.10 Other than section 6.8 should a meeting require a decision by way of a special resolution the notice of the general meeting is to include a copy of the proposed special resolution or resolutions.

Quorum

6.11 Quorum to conduct business at any general meeting requires at least 12 voting members or 10% of the registered voting members in attendance, in person or virtual.

6.12 Subject to the terms of these bylaws YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION business cannot be conducted without quorum.

6.13 If at any time during the conduct of business quorum is not satisfied the meeting is to be suspended until quorum is resumed or the meeting is to be adjourned to a future date or ended.

Virtual attendance (teleconference or videoconference)

6.14 Members may attend and be considered part of the quorum in a general meeting by participating by telephone or video conference.

6.15 The Board is responsible to ensure persons participating in the meeting, either by way of telephone or videoconferencing, can communicate with each other during the meeting.

Chairperson

6.16 The President or Vice President of the Board may preside as the chairperson of a general meeting.

6.17 If either the President or Vice President are unavailable to chair a director may be selected as the chairperson.

6.18 Should a director be unable to chair the membership may select a person amongst themselves to serve as the chair.

Order of Business

6.19 The order of business at a general meeting includes approval of the meeting's agenda; approval of general meeting minutes; outstanding matters from previous general meetings; decisions that may require approval by ordinary or special resolution; and any other matter set out in the meeting notice.

6.20 The order of business at an annual general meeting includes those matters set out in section 6.19 in addition to the review of directors' reports; review of financial statements for the previous financial year and the accountant's report, if any; selection of directors; appointment of an accountant, if any; decisions that may require approval by ordinary or special resolution; and any other matter that has been included in the meeting notice.

Decisions

6.21 The chair will seek to approve decisions at a general meeting by way of consensus.

6.22 If consensus cannot be achieved for a decision that requires the approval by an ordinary resolution the chair will seek the approval of a simple majority (50%+1) of the voting members in attendance.

6.23 If consensus cannot be achieved and a decision requires the approval by a special resolution the chair will seek the approval of 2/3rd of the voting members in attendance.

6.24 Should a decision be required to go to a vote, voting can be conducted by a show of hands, or by an oral vote or by secret ballot if two or more voting members request a secret ballot.

6.25 For members participating virtually the vote must be held in a manner that accommodates their participation to ensure a proper disclosure of their intentions.

Proxies

6.26 Unless otherwise authorized under these bylaws all votes cast require a member to be in attendance, in person or virtually, at the general meeting.

6.27 Voting by way of a proxy is permitted.

Annual Reports

6.28 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION is responsible to file an annual report with the registrar within 30 days from the date of the annual general meeting.

6.29 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION annual report is to satisfy the requirements set out in section 78 of the Act and section 14 of the regulations.

Adjourned Meeting

6.30 If within 30 minutes from the time a general meeting is scheduled to begin quorum is not present the meeting will stand adjourned to a new date and time as confirmed by the chair.

6.31 If within 30 minutes from the time an adjourned meeting is scheduled to continue and quorum is not present, those members present will constitute a quorum for the purpose of the adjourned meeting and may make decisions that may require approval by way of ordinary resolutions.

Selected or Directed Adjournments

6.32 The chair of a general meeting may, or if so, directed by the members at the meeting must, adjourn the meeting from time to time and from place to place.

6.33 No business may be conducted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

6.34 Subject to section 6.35 notice is not necessary for the continuation of an adjourned general meeting or of the business to be conducted at the continuation of an adjourned general meeting.

6.35 Notice will be required when the general meeting has been adjourned for 30 days or more.

6.36 Written notice of the continuation of the adjourned meeting is to be provided in accordance with these bylaws.

7. The Board

7.1 The membership will strive to achieve and demonstrate gender balance, Elder and Youth representation and regional representation from the northern, southern, eastern and western Yukon First Nation communities when selecting the Board.

7.2 The Board is to be comprised of a minimum of six to a maximum of nine directors who qualify as voting members, are in good standing, satisfy the requirements set out in section 7.8 of these bylaws and have been selected and confirmed at a duly scheduled annual general meeting by ordinary resolution.

7.3 Failure to achieve a minimum of six directors those selected may exercise the Board's powers subject to the Board's quorum requirements as set out in these bylaws.

7.4 All directors are required to swear or affirm an oath to protect sensitive and confidential matters of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION and are bound by the conflict-of-interest requirements set out in section 60 of the Act.

Term

7.5 Directors may be selected for a term of one to three years.

7.6 A director may remain on the Board for the duration of their term unless they have become disqualified, are removed in accordance with these bylaws, they have resigned or are deceased.

7.7 A member may serve for an additional term with no limit on the number of terms.

Qualification

7.8 Any member seeking, nominated or serving on the Board is required to satisfy the requirements of section 47 of the Act.

Nominations

7.9 Nominations may be filed with YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION in accordance with these bylaws or presented at the annual general meeting.

7.10 A member who is nominated and seeks to serve on the Board and is unable to attend the annual general meeting is required to file a confirmation of interest with the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION, in the prescribed form affixed as Schedule "A" to these bylaws.

7.11 A member's confirmation of interest is to be delivered and received by YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION at least seven calendar days prior to the annual general meeting date.

7.12 Confirmation of interest forms may be filed with YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION in person, by fax or by email.

Selection of the Board

7.13 The membership will select the Board from a list of qualified nominees who have consented to let their names stand.

7.14 The Board will be confirmed by way of an ordinary resolution.

7.15 In the event there are no more than six members nominated at an annual general meeting those nominated will be confirmed by acclamation.

7.16 In the event that there are more than nine members nominated at an annual general meeting, the membership will select the Board by secret ballot.

Quorum

7.17 Board quorum requires a minimum of four directors.

Lack of Quorum due to vacancies on the Board

7.18 In the event that there are an insufficient number of directors to constitute a quorum due to vacancies on the Board the existing directors will nominate a member to fill the vacancy.

7.19 In the event there are no directors to call a general meeting any voting member may call a general meeting in the same manner as if the meeting was called by the directors.

7.20 A member or members selected to fill a vacancy under this section will hold the office for the balance of the term of their predecessor or predecessors.

Director's resignation

7.21 A director who seeks to resign from the Board is required to provide their resignation in writing to the President or their designate and be delivered to YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION, in person, fax or email, and provide the date when their resignation is scheduled to take effect.

Suspension or Removal of a Director

7.22 The Board may suspend a director for failing to attend three consecutive meetings without a valid reason.

7.23 The Board will confirm a director's suspension by way of a resolution.

7.24 A Director may be removed from office by Special Resolution of the members. If a Director is removed from office by Special Resolution of the members, the members may elect or appoint an individual by Ordinary Resolution to serve as Director for the balance of the term of the Director who was removed.

Reporting a change in directors

7.25 Any changes that occur to the Board in between annual general meetings the President or their designate for the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION is responsible to issue a notice to the registrar within 30 days from the date the change took effect.

7.26 If and when a change of directors occurs at an annual general meeting the President or their designate for the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION is to report the change in the annual report filed with the registrar.

Board duties and responsibilities

7.27 A director when exercising their powers or performing their responsibilities as a director has a duty to:

- (a) act honestly and in good faith with a view to serve the best interest of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) fully disclose to the other directors a direct or indirect conflict of interest and then recuse themselves from the specific discussions; and
- (d) act in accordance with these bylaws, the Act and regulations.

7.28 The Board is responsible to:

- (a) provide leadership as representatives of YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION;

- (b) work with the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION staff and representatives to carry out the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION mandate and vision;
- (c) provide guidance and inform YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION workplans and budgets;
- (d) provide direction to the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION staff in securing and administering YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION funds;
- (e) review YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION reports;
- (f) confirm its decisions by way of a motion or resolution passed by consensus; and
- (g) account to the membership at general meetings.

Decisions

7.29 Despite vacancies on the Board a quorum of directors may exercise all the powers of the Board.

7.30 The directors may pass a resolution without a meeting and without the consent of all of the directors only if a notice has been delivered to all of the directors and the notice provides the following information:

- (a) the text of the proposed resolution;
- (b) the date by which the directors are required to respond to the notice confirming whether or not they consent to the resolution; and
- (c) the notice has been delivered at least 14 days prior to the date the directors are requested to respond.

7.31 If a director fails to respond by the date referred to in 7.30(b) the director is considered to consent to the resolution.

7.32 The Board is subject to:

- (a) the laws of general application;
- (b) the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION constitution and bylaws; and
- (c) decisions passed at general meetings.

Honorarium and Reimbursement of expenses

7.33 Subject to budgetary allowances a director may receive an honorarium in accordance with an honorarium policy approved by the membership by way of an ordinary resolution.

7.34 A director is eligible to be reimbursed for reasonable expenses incurred while carrying out responsibilities on behalf of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

7.35 Expenses will be reimbursed in accordance with an expense reimbursement policy approved by the membership by way of an ordinary resolution.

8. EXECUTIVE

Executive Selection and Term

8.1 The Board will select amongst themselves an Executive of four officers to include a President, Vice President, a Secretary and a Treasurer.

8.2 If more than one director is nominated to serve a particular officer's position the final selection will be confirmed by way of a secret ballot.

8.3 The term of each officer will be for a period of one year and may be renewed for a subsequent year subject to their term as a director.

Duties of the President

8.4 The President is responsible to:

- (a) attend and chair all YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION Executive, Board and general meetings;
- (b) represent the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION at community, territorial and national functions;
- (c) execute all official documents on behalf of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION;
- (d) ensure that all decisions and policies of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION are upheld;
- (e) act as the spokesperson for the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

Duties of the Vice President

8.5 The Vice President is responsible to carry out the responsibilities of the President as set out in these bylaws in the event that the President is unavailable or unable to carry out their duties.

Duties of the Secretary

8.6 With the appropriate YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION support staff the Secretary and Treasurer are responsible to ensure:

- (a) the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION records are maintained and stored in accordance with section 22 of the Act;
- (b) notices of Executive, Board or general meetings are issued, where required, in accordance with these bylaws; and
- (c) the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION membership registry is accurate and current.
- (d) Act as the spokesperson for the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

Duties of the Treasurer

8.7 With the appropriate YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION support staff the Treasurer is responsible to ensure:

- (a) Receiving and banking monies collected from the members or other sources;
- (b) Keeping accounting records in respect of the YUKON NATION CULTURE AND TOURISM ASSOCIATION financial transactions; and
- (e) the quarterly financial statements and annual audits are provided to the Board, membership and others when required;

Vacancy on the Executive

8.8 Other than the President, if an officer's position becomes vacant the Board may select a director amongst themselves to fill the vacancy.

8.9 YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION will provide a public notice to the membership if and when changes to the Executive occur.

9. SEAL

9.1 Should the Board adopt a seal the registered name of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION must be in legible characters on the seal.

9.2 Subject to 9.1 the seal is to be affixed to official documents, agreements or resolutions of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

10. BORROWING & INVESTING

10.1 Unless otherwise delegated to the Board all borrowing or investing on behalf of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION requires the approval of a special resolution passed at a duly called general meeting.

10.2 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION may borrow, raise or secure monies, and issue debt obligations to any person for any consideration to serve the purposes of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

10.3 The voting membership may restrict the borrow powers of the Board by way of special resolution.

10.4 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION may invest its funds in a manner in which a prudent investor might invest unless restricted by the membership.

11. FINANCIAL ACCOUNTABILITY

11.1 Subject to section 22 of the regulations the Board will appoint a qualified accountant, in accordance with section 125 of the Act, by way of resolution and the accountant will hold office until the close of the annual general meeting following their appointment.

11.2 Each subsequent accountant to the first will be appointed at the annual general meetings and be confirmed by ordinary resolution.

11.3 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION may waive the requirement to have an accountant for a particular fiscal year approved by way of a special resolution at an annual general meeting.

11.4 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION may waive the requirement to have an accountant for two consecutive fiscal years and will be required to have an accountant for the next following fiscal year.

11.5 No director or employee of YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION will be appointed as the accountant.

11.6 The accountant will prepare the necessary reports required, in accordance with section 23 of the regulations, accordance with standards published by the Chartered Professional Accountants of Canada, as amended from time to time, to be presented to the members at the annual general meeting.

12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the Act directors and officers and their respective heirs, executors and administrators will at all times be indemnified and saved harmless by the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION 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 or officer of YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION.

13. AMENDMENTS

13.1 The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION bylaws may be amended at a duly called general meeting.

13.2 A proposed amendment to the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION bylaws must be presented to the membership in writing 21 calendar days prior to the date of the dully called general meeting.

13.3 An amendment to the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION requires approval by way of a special resolution.

14. DISSOLUTION

In the event of dissolution of the YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION the assets remaining after all debts have been paid or provisions for payment has been made, 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 by way of a special resolution at an annual general meeting.

APPROVAL

The YUKON FIRST NATION CULTURE AND TOURISM ASSOCIATION bylaws, developed in accordance with the *Societies Act, SY 2020, c.10* have been reviewed and approved by the membership by way of a special resolution, herein attached to these bylaws, on _____, 2022.