

Youth Parliament of Manitoba

ESTABLISHED: 1922

INCORPORATED IN THE PROVINCE OF MANITOBA: 22 AUGUST 1983

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BY-LAWS

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Article 1: TERMS AND DEFINITIONS

Administrative Policy: A standing decision of the Board which governs practice or procedure not covered by the Governing Documents.

Ad Hoc Committee: A committee of YPM Inc. having a mandate as determined by the Membership pursuant to Article 22.

Annual General Meeting/AGM: A yearly meeting of the Membership that is normally held in the Spring.

Board of Directors/Board: The governing body of YPM Inc.

Cabinet: Members selected by the Board to assist them in operating YPM Inc.

Canada Youth Parliament/CYP: An event co-hosted by YPM Inc. and similar organizations from Western Canada.

Chief Returning Officer/CRO: The individual who presides over the Election Meeting.

Closed Session: A portion of a meeting of the Board, Cabinet, or the Membership, for which all minutes taken are held in confidence and viewable only by those Members who were entitled to attend the meeting.

Code of Conduct: A document that outlines behavioural and cultural expectations for participants at events hosted by YPM Inc.

Corporations Act: C.C.S.M. c. C225.

Director: A member of the Board of YPM Inc.

Elder: An Elder or Traditional Knowledge Keeper selected in accordance with Article 12.

Election Meeting: A yearly meeting of the Membership of YPM Inc. for the purposes of electing the Board.

Former Members: Those persons who previously, but no longer, hold membership in YPM Inc.

Governing Documents: Those documents referred to in Article 7.

Honorary President: The individual selected in accordance with Article 10.

Impeachment Motion: A motion from the Board that initiates impeachment proceedings.

Landmark Event: An event hosted by YPM Inc. that individuals must attend in order to qualify for membership.

Member: An individual who meets the eligibility requirements listed in Article 5.

Membership: The collective Members of YPM Inc.

Order-in-Council: A measure taken by a unanimous decision of the Board to amend the Governing Documents.

Parliamentary Sessions: Events organized by YPM Inc. for the purposes of simulating a parliamentary environment.

Prospective Member: An individual who has registered to attend a Landmark Event and is eligible to become a Member.

Special Committee: A committee of YPM Inc. having a mandate pursuant to Article 22.

Article 2: NAME OF THE CORPORATION

1. The corporation shall be known as Youth Parliament of Manitoba Inc., hereafter known as “YPM Inc.”

Article 3: MISSION OF THE CORPORATION

1. YPM Inc. shall be independent, not-for-profit, non-partisan, and non-denominational.
2. The goal of YPM Inc. is to foster amongst the youth of Manitoba an understanding of, interest in, and engagement with the Canadian democratic parliamentary process that would enable their active participation in society as responsible citizens. In doing so, YPM Inc. strives to encourage the growth of the individual and their abilities through their exposure to a diversity of ideas and perspectives and the fellowship of their peers.
 - a. The primary method by which this goal shall be pursued shall be at least one annual model parliament hosted by YPM Inc., open to participation by all Manitoban youth aged 16 to 20.
 - b. For the purposes of this clause, during any year when Canada Youth Parliament is hosted in Manitoba, it shall not be considered as fulfilling the requirement of this clause.

Article 4: FISCAL YEAR-END

1. The fiscal year-end of YPM Inc. shall fall on 31 January.

Article 5: MEMBERSHIP

1. In order to be eligible for membership in YPM Inc., a person must:
 - a. be no younger than 16 years of age and no older than 20 years of age by 31 December, with the exception of Directors, who shall be no older than 25 years of age on 31 December;
 - b. be a resident of, or have a permanent residence, in Manitoba; and
 - c. have participated in a Landmark Event as determined by the Board.
2. Subject to Clause 1, membership in YPM Inc. shall be open to all persons without distinction as to race, ethnicity, nationality, gender, gender expression, sex, sexual orientation, ability, financial status, religion, or ideological beliefs.
3. Subject to Clause 2, the Board may decline an application for membership.
4. Membership shall begin upon the commencement of any Landmark Event in which the Member participates and shall lapse after one year.
 - a. In agreeing to membership, the individual must:
 - i. read and conduct themselves in accordance with the Code of Conduct and By-Laws; and

- ii. understand that the violation or failure to abide by the Governing Documents referenced in Clause 4(a)(i) shall result in disciplinary action up to and including the revocation of membership, at the discretion of the Board.
5. Subject to Clause 1(a), membership may be granted or revoked from an individual by unanimous vote of the Board.

Article 6: LANDMARK EVENTS

1. YPM Inc. shall organize at least one Landmark Event per fiscal year, which shall meet the following criteria:
 - a. The event shall take place over at least three (3) consecutive calendar days.
 - b. The event shall include at least five (5) hours of organized activities per day.
 - c. The event shall fulfill the Mission of the Corporation as outlined in Article 3, Clause 2(a).
2. The Board shall ensure that all individuals eligible to participate in a Landmark Event receive official notice and instructions to register no fewer than 30 days prior to the Landmark Event.

Article 7: GOVERNING DOCUMENTS

1. The following Governing Documents shall be observed by YPM Inc.:
 - a. the Articles of Incorporation.
 - b. the By-Laws.
 - c. the Code of Conduct.
 - d. the Standing Orders.
 - e. the Canada Youth Parliament Act.
2. In addition to the Governing Documents, YPM Inc. shall use the most recent edition of *Robert's Rules of Order Newly Revised* in conducting its meetings, excluding the proceedings of its Parliamentary Sessions.
3. In the case of a conflict between Governing Documents, the precedence shall be the following, in descending order:
 - a. the Articles of Incorporation.
 - b. the By-Laws.
 - c. the Code of Conduct.
 - d. the Standing Orders.
 - e. the Canada Youth Parliament Act.
 - f. Robert's Rules of Order Newly Revised.
4. The Board shall take every reasonable action to ensure up-to-date copies of the Governing Documents are readily available to Members, including but not limited to:
 - a. Publishing the Governing Documents online;
 - b. Ensuring a physical copy of each Governing Document is available for reference at any Landmark Event or Membership Meeting; and
 - c. Providing individual copies of the Governing Documents to Members upon request.

5. Where possible to ensure accessibility:
 - a. the Governing Documents shall be written in plain language; and
 - b. the Governing Documents shall follow best practices for accessibility and legibility in formatting and typeface selection.
6. Any active Administrative Policies shall be interpreted as part of the Governing Documents, unless otherwise specified when passed by the Board.
 - a. Notwithstanding Clause 6, no Administrative Policy shall take precedence over any Governing Document, with the exception of *Robert's Rules of Order Newly Revised*.

Article 8: BOARD OF DIRECTORS

1. YPM Inc. shall be governed by a Board of Directors, hereafter referred to as “the Board.”
2. The Board shall consist of:
 - a. the Chairperson,
 - b. the Past-Chairperson,
 - c. the Director of Finance,
 - d. the Vice-Chairperson, and
 - e. the Director of Procedures.
3. The term of office for Directors shall be from 1 February to 31 January.
 - a. Notwithstanding Clause 3, the start of a term shall be different for Directors elected to the Board through a by-election.
4. Unless otherwise specified, all decisions of the Board shall require the support of a majority of Directors.
5. The Board shall:
 - a. act at all times in good faith and in accordance with their fiduciary duty to YPM Inc.;
 - b. hold a meeting of the Board at least once per Quarter;
 - c. call a minimum of two meetings of the Membership in any given year;
 - d. prepare an annual budget no later than the AGM;
 - e. oversee the development, implementation, and maintenance of a Strategic Plan;
 - f. share power of disbursement among Directors, providing that:
 - i. all contracts or transactions shall require the signed assent of two Directors.
 - ii. no Director shall issue funds in their name.
 - g. be conversant with the Governing Documents; and
 - h. ensure that consent is obtained prior to distribution of photos and videos of Members.
6. The Board is empowered to:
 - a. issue Orders-in-Council; and
 - b. from time to time, create, amend, and rescind Administrative Policy as the Board sees fit.
7. The Chairperson shall:
 - a. represent YPM Inc. to other organizations and to the news media;

- b. preside over all meetings of YPM Inc., unless otherwise specified;
 - c. oversee the implementation of all motions passed at meetings of YPM Inc.;
 - d. assign tasks to other Directors; and
 - e. present a report on the state of YPM Inc. to the Membership at the AGM.
8. The Past-Chairperson shall:
- a. act as Chief Returning Officer at the Election Meeting;
 - b. present a Year-in-Review of YPM Inc. to the Membership in the form of an Annual Report, no later than the AGM; and
 - c. act as a liaison with Former Members.
9. The Director of Finance shall:
- a. present the annual budget, profits and losses for the previous year, and a statement of accounts to the membership, no later than the AGM;
 - b. ensure bills are paid in accordance with the approved budget in a timely manner;
 - c. process all incoming revenue and dues paid by Members;
 - d. keep accurate accounts and file records of all financial transactions; and
 - e. present quarterly financial statements to the Board, which shall be made available to Members upon request.
10. The Vice-Chairperson shall:
- a. temporarily carry out the duties of the Chairperson if, for any reason, the Chairperson is unable to do so;
 - b. keep an accurate list of Members; and
 - c. ensure that an accurate record of the proceedings of all meetings of YPM Inc. are taken.
 - i. The records shall be made available to Members upon request, notwithstanding records for a meeting or portion thereof held in Closed Session.
11. The Director of Procedures shall:
- a. preside over meetings should both the Chairperson and Vice-Chairperson be unavailable;
 - b. coordinate with the Chairperson the planning and execution of the AGM;
 - c. call for amendments to the Governing Documents;
 - d. keep up-to-date copies of the Governing Documents; and
 - e. advise the Chairperson on matters of procedure.
12. Directors shall abstain from the following during the course of their term to avoid conflict of interest or partisanship:
- a. Seeking or accepting partisan political office.
 - b. Seeking or accepting a position with a political party as its President, Vice-President, Leader, Deputy-Leader, Treasurer, or as a paid employee.
 - c. Performing other actions or positions determined by the Board to cause a conflict of interest or partisanship or the appearance thereof.
 - d. Notwithstanding Clauses 12(a) through (c), Directors who hold such positions or offices prior to their election to the Board shall be permitted to complete their current term in that position.
13. If all positions of the Board become vacant due to resignation, impeachment or death, a pre-appointed guardian shall temporarily take control of YPM Inc. until they can call for a by-election meeting as outlined in Article 20.

- a. Subject to Clause 12, the Board shall appoint and notify a guardian annually by unanimous consent.
14. No Director may hold two positions on the Board simultaneously.
- a. The responsibilities of any vacant positions on the Board shall be transferred to the remaining Directors.

Article 9: CABINET

1. The Board shall appoint Members, known collectively as the Cabinet, to act as volunteer staff with the authority to carry out decisions as directed by the Board.
 - a. Notwithstanding Clause 1, the Board may appoint Former Members to the Cabinet if they meet the requirements stated in Article 5, Clauses 1(a) and (b) by unanimous consent.
2. The Cabinet shall act as an operational and legal extension of the Board.
3. Members appointed to the Cabinet shall serve until 31 January of the year following their appointment.

Article 10: HONORARY PRESIDENT

1. YPM Inc. shall have an Honorary President.
2. Each year, the Board, on the recommendation of the Chairperson, shall appoint an Honorary President.
3. To be eligible for appointment to the position of Honorary President, a person must:
 - a. be at least 20 years old; and
 - b. not be a current Member of YPM Inc.
4. The Honorary President shall act as the chief advisor to the Board.
5. The Honorary President's tenure shall cease when a new Honorary President is appointed.
6. The Honorary President is limited to serving five consecutive one-year terms.

Article 11: LIEUTENANT GOVERNOR

1. YPM Inc. shall have a Lieutenant Governor.
2. The Board, on the recommendation of the Chairperson, shall appoint the Lieutenant Governor.
3. To be eligible for the position of Lieutenant Governor, a person must:
 - a. be a prominent alumnus or member of the YPM community; and/or
 - b. have made a long-lasting impact on the community in which they serve.
4. The Lieutenant-Governor is required to attend the following events:
 - a. the Signing of the Oath and Scroll.
 - b. the Opening Banquet.
 - c. the Opening Ceremony.
 - d. the Closing Ceremony.
5. The Lieutenant Governor shall:

- a. read the Speech from the Throne;
- b. read the Prorogation Speech; and
- c. act as a figure representative of YPM Inc.'s storied and unique history.

Article 12: ELDER

1. YPM Inc. shall have an Elder.
2. Each year, the Board, on the recommendation of the Chairperson, shall appoint an Elder.
3. To be eligible for appointment to the position of Elder, a person must:
 - a. be at least 20 years old;
 - b. not be a current Member of YPM Inc. ; and
 - c. identify as First Nations, Inuit, or Métis.
4. The Elder shall advise the Board on Indigenous membership, inclusion, and recognition.
5. The Elder's tenure shall cease when a new Elder is appointed.
6. The Elder is limited to serving five consecutive one-year terms.
7. The Elder is required to attend the following events:
 - a. the Opening Ceremony.
 - b. the Closing Ceremony.

Article 13: THE SENATE

1. YPM Inc. shall have a Senate.
2. Members of the Senate, who shall be styled as Senators, shall be appointed by a unanimous vote of the Board.
3. Senators shall receive privileges as outlined in the Standing Orders.
4. Senators shall normally hold their place in the Senate for life but may be revoked of their title by a unanimous vote of the Board.
5. To be eligible for appointment to the Senate, a person must:
 - a. be a Former Member of YPM Inc.; and
 - b. have a significant record of meritorious service to YPM Inc.
6. Notwithstanding Clause 2, the Past-Chairperson shall be conferred the title of Speaker of the Senate immediately following the end of their term as Past-Chairperson.
7. The Speaker of the Senate shall be relieved of their title upon the appointment of a new Speaker of the Senate but shall retain the title of Senator and all privileges granted thereupon.

Article 14: MEMBERSHIP MEETINGS

1. The Board shall be required to call two (2) meetings of the Membership in a given year, being:
 - a. The Annual General Meeting (AGM); and
 - b. The Election Meeting.
2. Subject to the By-Laws, other meetings of the Membership may be called.

- a. Calling special general meetings for any specified purpose shall require the majority vote of the Board or a petition to the Board signed by 20% of the Membership.
 - b. Such meetings shall follow the same procedure as outlined for an AGM in Article 15, Clauses 2, 3 and 4.
3. All Members shall have the right to attend, vote on motions, and vote in any elections at Membership meetings.
4. The following shall constitute a quorum at meetings of the Membership:
 - a. Ten (10) Members or 20% of the Membership (whichever one is greater) at a General Meeting.
 - b. Twenty (20) Members or 20% of the Membership (whichever one is greater) at an Election Meeting or By-Election Meeting.
5. Non-Members may be granted permission to speak at Membership meetings for a fixed period of time by a majority vote of Members present.
6. Procedure at meetings of the general membership shall be governed by the most recent version of *Robert's Rules of Order Newly Revised*.
7. Minutes for meetings of the Membership shall be distributed to the Membership within one (1) month of the meeting.
 - a. All minutes for meetings of the Membership shall be approved at the subsequent AGM.
8. Members may proxy their vote to another Member via a declaration that reads: "I, [name of member surrendering their vote], a current member of YPM Inc., do hereby proxy my vote to [name of member receiving the proxy], who is a current member of YPM Inc."
 - a. Proxies must contain a physical or electronic signature of the Member surrendering their vote, the Member receiving the proxy, and the meeting chair before coming into effect.
 - b. No Member may hold more than two proxies.
 - c. The attendance of a Member at a meeting of the Membership who had surrendered their vote via proxy shall immediately render the proxy null and void.
 - d. Proxies shall not count towards quorum at membership meetings.
9. A meeting may enter and exit Closed Session by a majority vote of the Members present.
 - a. Members privy to Closed Session minutes are expected to hold the proceedings in confidence.
10. The following shall be reflected in the meeting minutes:
 - a. A list of members in attendance and whether Quorum was attained.
 - b. A list of proxies received.
 - c. A summary of actions taken during the meeting.
11. In extenuating circumstances and/or where appropriate as determined by the Board, meetings of the Membership may be held via electronic means.
12. Members shall be permitted to attend in-person meetings via electronic means.

Article 15: ANNUAL GENERAL MEETING

1. An AGM shall be held each calendar year between the dates of 15 March and 15 May inclusive.
2. A minimum of thirty (30) days' notification must be given to the Membership as to the date, time, and location of the AGM.
3. All motions considered at the AGM shall be decided by a voice vote. If five (5) or more Members disagree with the ruling made by the chair, the motion shall be decided by a standing vote.
4. Members may speak for no longer than three (3) minutes on each motion.
 - a. Notwithstanding Clause 4, the mover of a motion shall be allowed to speak for five (5) minutes.

Article 16: AMENDMENT OF GOVERNING DOCUMENTS

1. Motions to amend the Governing Documents may only be moved and debated at general meetings.
 - a. Notwithstanding Clause 1, amendments to the Governing Documents may not be moved or debated at Election or By-Election Meetings.
2. Members must be informed in writing thirty (30) days prior to the general meeting of their right to submit amendments.
3. For any amendment to be considered at the general meeting, it must be submitted to the Board two weeks prior to the general meeting and to the Membership one week prior to the general meeting.
4. Motions to amend the Governing Documents shall be approved only if they carry the support of two-thirds of the Members present at the general meeting.
5. A motion to amend a proposed amendment to the Governing Documents at the general meeting shall be permitted so long as it is relevant to the original amendment.
6. Amendments approved at a general meeting shall come into effect immediately following the adjournment of the meeting.
7. From time to time, the Board may choose to temporarily amend the Governing Documents of YPM Inc. via an Order-in-Council.
 - a. The following may not be amended by an Order-in-Council:
 - i. Articles 1 through 5, 7, 17 and 20 of the By-Laws.
 - ii. the Canada Youth Parliament Act.
 - b. Orders-in-Council must receive unanimous consent from the Board.
 - c. Orders-in-Council shall come into effect one (1) week after their issuance and shall expire at the following general meeting.
 - d. Orders-in-Council shall be considered as motions to amend at the general meeting. For the Orders-in-Council to be ratified, two-thirds of the membership must them.
 - e. Members shall be notified about all Orders-in-Council within one (1) week of their issuance.

8. The Board or its designate shall be permitted to, as appropriate, make any of the following changes to the Governing Documents in the name of regular upkeep, which shall not require notification to or approval of the Membership:
 - a. Correction of errors in spelling, grammar, formatting, typography, or references to other places in the Governing Documents.
 - b. The replacement of any gender-exclusive language and terms with gender-neutral alternatives.

Article 17: ELECTION MEETING

1. An Election Meeting shall be held each calendar year on 30 December.
2. The election of the Board shall take place at the Election Meeting.
 - a. The election of the Board shall proceed in the following order:
 - i. the Chairperson.
 - ii. the Past-Chairperson.
 - iii. the Director of Finance.
 - iv. the Vice-Chairperson.
 - v. the Director of Procedures.
 - b. The order of the election can be changed by the support of two-thirds of the Members present.
3. Current and prospective Members shall receive:
 - a. a Preliminary Notice of Election Meeting no later than 15 December; and
 - b. an Official Notice of Election no later than 27 December.
4. Each Notice of Election shall include:
 - a. the date, time and location of the Election Meeting;
 - b. the right of all Members to proxy their vote to another Member, as per Article 14, Clause 8;
 - c. the By-Laws concerning the campaigning and nomination process; and
 - d. the agenda to be followed at the Election Meeting, which shall list the following items:
 - i. Calling of the meeting to order.
 - ii. Appointment of the CRO (if necessary).
 - iii. Appointment of the Secretary (if necessary).
 - iv. Confirmation of Quorum.
 - v. Declaration of proxies.
 - vi. Motion to allow visitors.
 - vii. Motion to open nominations for the position of [title of position].
 - viii. Nominations for the position of [title of position].
 - ix. Motion to close nominations for the position of [title of position].
 - x. Speeches from the nominators for the position of [title of position].
 - xi. Speeches from the nominees for the position of [title of position].
 - xii. Question Period for the position of [title of position].
 - xiii. Voting for the position of [title of position].
 - xiv. Motion to destroy the ballots.
 - xv. Motion to adjourn.

- e. the description of legal and operational responsibilities of the Executive.
5. Clauses 4(d)(vii) to (xiii) shall be repeated on the agenda for each position to be elected to the Board.
6. The Past-Chairperson shall act as the Chief Returning Officer (CRO).
 - a. In the event that the Past-Chairperson is unable to act as the CRO, the position shall be filled by a Member or Former Member as elected by the Membership.
 - b. The CRO may not vote, except as outlined in Clause 18(d).
 - c. The CRO may appoint Former Members to act as Deputy Returning Officers (DROs) to aid in the facilitation of the Election Meeting, interpretation and enforcement of Election Rules, and the counting of Ballots.
7. The Speaker of the Senate shall act as Secretary.
 - a. In the event that the Speaker of the Senate is unable to act as Secretary, the position shall be filled by a Member or Former Member of YPM Inc. as elected by the Membership.
 - b. The minutes of the Election Meeting shall be taken by the Secretary.
 - c. The Secretary may not vote.
8. Only current Members and the Speaker of the Senate may be present in the election room unless permission is granted by a majority vote of Members to allow visitors to be present.
 - a. Notwithstanding Clause 8, visitors must remain apart from the Membership and may be asked to leave at the discretion of the CRO.
 - b. Visitors must not display support of any kind for any candidate.
9. Only current Members who have reached the age of majority and meet all other eligibility requirements as outlined in the *Corporations Act* may stand for election to the Board.
 - a. The Past-Chairperson is ineligible to be elected to the Board.
 - i. Notwithstanding Clause 9(a), the Past-Chairperson shall be eligible for re-election only in the event that no other Member is eligible or nominated to run for the position of Past-Chairperson.
10. No Director is eligible to hold the same position on the Board for more than one term.
 - a. The Chairperson is ineligible to run for any position other than Past-Chairperson.
 - b. If a current Director resigns to run for another position on the Board in the event of a by-election, they may run again for the position that they previously held during that fiscal year.
11. A candidate must have a nominator and a seconder.
 - a. Neither current nor elected Directors may move or second any candidate's nomination to the Board.
 - b. During the nomination, neither the candidate's nominator nor seconder may run in the election.
 - c. An individual Member may nominate or second one candidate per position.
12. Nomination speeches shall be limited to two (2) minutes, and candidates' speeches shall be limited to three (3) minutes.
 - a. Nominators shall speak in order of nomination.
 - b. Candidates shall speak in the reverse order of nomination.
 - c. If any candidate or nominator explicitly states that the candidate cannot reapply for membership in YPM Inc. because they have reached the age limit, the candidate shall be automatically disqualified from the elections.

13. Immediately after the nomination speeches, the floor shall be opened up for a question-and-answer period.
 - a. The question-and-answer period shall be a minimum of ten (10) minutes and a maximum of thirty (30) minutes.
 - i. Each candidate's response is limited to one (1) minute in length.
 - ii. The CRO shall ensure that the length of the question period grants each candidate an equal number of responses.
 - b. Should a candidate be running uncontested for a position, there shall be no question-and-answer period.
 - c. All questions asked during the question-and-answer period shall be directed solely for the position that is being nominated, and shall be subject to the following:
 - i. The candidates, nominators, seconders, and non-Members are prohibited from asking any questions during the question-and-answer period for that position.
 - ii. Should a person wish to pose a question, it must be written and signed, and then presented to the CRO. The CRO shall read the question aloud and is permitted editorial rights.
 - d. The CRO shall be granted the power to disallow any questions considered inappropriate or unrelated to the position in question. Each candidate shall take turns answering first but shall continue to answer the questions in the same order relative to each other.
14. Each Member is eligible to vote and shall receive one (1) ballot for each election.
 - a. Once the candidates have voted, they shall be required to leave the room where voting takes place.
15. Members are to cast votes expressing their preferences by writing the names of the candidates and numbering them in their order of preference, with "1" being their most preferred, "2" being their second-most preferred, and so on.
 - a. Any ballot contrary to this standard shall be considered spoiled.
 - b. In the event that there is only one candidate running for that particular position, Members shall be asked to express their preference by writing a singular "YES" or a singular "NO."
 - i. If a simple majority of the ballots are marked "NO," the position shall remain vacant, and elections for that position shall be postponed to a later date, as per Article 20.
16. Once balloting is complete, the following individuals shall meet in a suitable place away from view of the Membership to count the ballots:
 - a. the CRO.
 - b. the DROs, at the discretion of the CRO.
 - c. the Secretary.
17. At the discretion of each individual candidate, a candidate's nominator or seconder may scrutinize the counting of the votes but is not permitted to touch the ballots or interfere with the counting process. The CRO shall inform the candidates of this right before the voting period begins and ask them whether they would like to exercise this right.
 - a. Any ballot contrary to this standard which cannot be reasonably interpreted as aligned with the standard shall be considered spoiled.

- b. Notwithstanding Clause 17, scrutineers shall be permitted to contest the ruling of the CRO on individual ballots, which the CRO must re-consider and give a final ruling.
18. The vote totals of each candidate on any given count of ballots shall be tabulated and compared.
- a. The first count shall be counted according to first preference only.
 - b. Should a candidate receive a simple majority of 50% plus one of the ballots cast on the first count, they shall be declared the winner.
 - c. If no candidate receives sufficient ballots marked with their name as first preference to attain a simple majority of 50% plus one, a second round of counting shall occur.
 - i. The candidate with the fewest number of ballots marked with first preferences for them shall be removed from the second round of counting and the ballots marked with first preferences for this candidate shall be redistributed according to the second highest preference expressed on that ballot.
 - ii. This same procedure shall be repeated until one candidate receives sufficient votes to achieve a simple majority of 50% plus one of the ballots cast, at which point this candidate shall be declared the winner.
 - iii. If only two candidates remain and neither has attained a simple majority of 50% plus one, the candidate with the higher number of ballots cast in their favour shall be declared the winner.
 - iv. If a candidate is disqualified, ballots shall be interpreted as if the candidate had been eliminated from contention in a previous round.
 - d. Any ties that occur shall result in a recount. If a tie remains, the tie shall be broken by the CRO.
19. The CRO shall announce the winning candidate, but not the final ballot count, to the candidates, and subsequently to the Membership.
- a. The final ballot count shall be recorded separately and kept for a period of six (6) months following the adjournment of the election meeting, during which the ballot count can be revealed to the candidate upon request.
 - b. The list of candidates, the winning candidate, and final ballot count shall be noted in the minutes of the Election Meeting.
20. Subject to the approval of the CRO, a candidate may request a recount of the ballots.
21. Notwithstanding the arrangement of a nominator and seconder, those Members intending to run for a position on the Board shall not engage in overt campaigning during Landmark Events.
- a. Following a first violation of Clause 20, the CRO shall give the violating candidate one warning.
 - b. After a second offence, the CRO shall disqualify the offending Member from the elections.
 - c. Overt campaigning shall include, but not be limited to, the following:
 - i. Any statement by a candidate to the effect that they are seeking election, barring requests for a nominator or seconder.
 - ii. Any statement of endorsement by a third party on the candidate's behalf, under the candidate's direction.

22. If there are no nominations for a position on the Board, the CRO shall postpone elections for that position until a later date that is reasonably convenient to the Membership.
23. The CRO shall direct Members to refrain from both verbal and non-verbal communication with other Members during the Election Meeting.
 - a. The CRO shall be given the discretion and authority to appropriately reprimand Members for violating this direction.
 - b. The DRO shall, under the direction of the CRO, help to enforce the mandate in Clause 23.

Article 18: ELECTRONIC VOTING PROCEDURES

1. In extraordinary circumstances, as determined by the Board, the Election Meeting and/or voting are permitted to take place via electronic means, during which the following changes to standard election procedure shall apply:
 - a. Notwithstanding Article 17, Clause 3, Members shall also receive notice of any changes to election procedure as a result of the electronic meeting and/or voting, the names of the electronic services to be used during the meeting, and information on how to use those services.
 - b. Notwithstanding Article 17, Clauses 4(d)(vii-xii) and 14, at the discretion of the CRO and depending on the method of electronic voting to be used, voting for all positions may take place concurrently on a single ballot after the nomination for all positions, which shall be reflected as such in the agenda distributed to Members.
 - c. Notwithstanding Article 17, Clause 13(c)(ii), in lieu of paper notes, the CRO shall direct Members to submit questions via a pre-determined electronic method which shall be both text-based and allow the CRO to identify the member asking the question.
 - d. Notwithstanding Article 17, Clauses 15, 16, and 17, the Board and/or a designate shall select and set up an Electronic Voting System (EVS) for the election according to the following guidelines:
 - i. Members shall be prevented from voting more than once per position by means of password protection and/or other security features.
 - ii. Ballots shall be recorded securely and without any means to identify the voter by their ballot.
 - iii. The EVS shall count ballots automatically and produce a certified and auditable report of the results.
 - iv. The EVS shall give voters an explicit option to abstain from each question.
 - v. In a single-candidate election, voters shall be given the option to vote either “Yes” or “No.”

- vi. In a multi-candidate election, voters shall be given a means to rank each candidate in order of preference and the EVS shall offer a means to tabulate the votes using an instant-runoff ballot analogous to that process outlined in Article 17, Clause 18.
- vii. In a multi-candidate election, the EVS shall present the candidates to the member in a randomised order.
- viii. The EVS shall not publicly publish any election results but shall store them securely where they may be accessed or distributed to authorised individuals.
- ix. The EVS shall be reasonably simple to set up during the Election Meeting and the CRO shall be familiar with the process of doing so.
- e. In accordance with Article 17, Clause 17, Members acting as scrutineers shall be shown the certified election report and auditable results by the CRO.
- f. Notwithstanding Article 17, Clauses 18(d) and 20, certified results produced by the EVS shall be assumed to be correct and no re-counts shall be permitted.

Article 19: IMPEACHMENT PROCEEDINGS

1. The Board may initiate the impeachment of a Director if that Director is found to:
 - a. be considered to be unfit to perform their duties;
 - b. have failed in performing their duties in a manner satisfactory to the Board; or
 - c. have violated or willfully allowed another Member to violate the Code of Conduct in a serious and/or repeated manner, as determined by the Board.
2. All impeachment proceedings must proceed in the following order:
 - a. The Board shall introduce an Impeachment Motion, which must:
 - i. be unanimously supported by all Directors not including the Director who the Board is recommending be impeached;
 - ii. call for an impeachment by-election at a location convenient to the Membership, at a date no less than two (2) weeks and no more than four (4) weeks from the date of the passing of the Impeachment Motion;
 - iii. name the Director whom the Board is recommending be impeached; and
 - iv. include a reference to a specific clause from a Governing Document at least one (1) valid reason for impeachment under Clause 1.
 - b. The impeached Director may stand for election in the impeachment by-election.
 - i. Notwithstanding Clause 2(b), in the event that a Director is recommended to be impeached as a result of a Code of Conduct violation under Clause 1(c), they shall not be eligible to stand for election in the impeachment by-election.
 - c. The Membership must receive notice in writing no less than one (1) week prior to the date of the By-Election Proceedings of:
 - i. the wording of the Impeachment Motion carried by the Board and the date on which it was carried;

- ii. the right of all Members to proxy their vote to another Member through a signed notice; and
 - iii. the right of the impeached member of the Board to stand in the by-election for the position they were impeached from.
- d. Any deviance from these stated impeachment proceedings must be approved by a two-thirds vote at the Impeachment Meeting.

Article 20: BY-ELECTION PROCEEDINGS

1. If one or more positions on the Board should become vacant, then:
 - a. a by-election shall be held to fill the position if the vacancy arose prior to 15 August; or
 - b. subject to Article 8, Clause 14, the remaining Directors shall assume the duties of the missing Director if the vacancy arose on or after 15 August.
2. Notwithstanding those exceptions provided for in this Article, all standard procedures for Election Meetings outlined under Article 17 shall also apply to By-Election Meetings.
3. By-election proceedings must occur in the following order:
 - a. The Board shall pass a by-election motion, which shall:
 - i. state the title of the position on the Board which has become vacant and the reasons behind the vacancy;
 - ii. set a date and time for a By-Election Meeting, which shall be no less than two (2) weeks and no more than four (4) weeks from the date of the arising of the vacancy; and
 - iii. set a location for the meeting which is convenient to the Membership.
 - b. The Membership must receive notice in writing no less than one (1) week before the date of the By-Election Meeting of:
 - i. the right of all Members to proxy their vote to another Member through a signed notice;
 - ii. the By-Laws concerning the campaigning and nomination process; and
 - iii. the agenda to be followed at the By-Election Meeting, which shall list the following items:
 1. Calling of the meeting to order.
 2. Declaration of proxies.
 3. Statement by the Board explaining the reasons for the meeting.
 4. Confirmation of Quorum.
 5. Motion to open nominations for the position of [title of vacant position].
 6. Nominations for the position of [title of vacant position].
 7. Motion to close nominations for the position of [title of vacant position].
 8. Speeches from the nominators for the position of [title of vacant position].
 9. Speeches from the nominees for the position of [title of vacant position].
 10. Question Period for the position of [title of vacant position].
 11. Voting for the position of [title of vacant position].

12. Motion to destroy the ballots.
13. Motion to Adjourn.
4. Should there be more than one position that has become vacant, then Clauses 2(b)(iii)(5) through 2(b)(iii)(11) shall be repeated on the agenda.
5. The responsibility of acting as meeting chair shall fall to the Speaker of the Senate.
 - a. Should the Speaker of the Senate not be available to act as meeting chair, then a Director shall preside.
 - b. If neither a Director nor the Speaker of the Senate are available to act as meeting chair, then the Membership shall appoint a meeting chair at the meeting.
 - c. A Director seeking election may not act as meeting Chair.
6. The responsibility of taking accurate minutes of the meeting shall fall to the meeting chair, or their designate.
7. No current Director may move or second a nomination at a By-Election Meeting.
8. Current Directors may be nominated for a vacancy on the Board, subject to Article 17, Clause 10.
 - a. If a current Director wins the by-election for a vacant position, an immediate by-election shall be called to fill their former position.
9. Following the election of new Director(s), the Membership shall be notified in writing of the names of the new Director(s) and the positions to which they have been elected no less than seven days following the By-Election Meeting.

Article 21: INVOLVEMENT IN CYP

1. The relationship between YPM Inc. and CYP shall be as the Board deems fit.
2. The Board shall only nominate the following individuals to attend a CYP session:
 - a. Members of YPM Inc.
 - b. Former Members of YPM Inc. whose membership lapsed no more than two (2) years prior to the starting date of the CYP session.
3. The Board shall nominate all individuals listed under Clause 2 to attend CYP by the specified registration deadline of the year of the CYP session.
4. A provisional budget for CYP must be approved at the AGM one (1) year prior to the year YPM hosts CYP.
5. The waived or sponsored amount provided for financial costs of CYP for members attending from YPM will be at the discretion of the Board.

Article 22: COMMITTEES

1. A motion to strike an Ad Hoc Committee can be entertained at any general meeting, except Election or By-Election meetings, if it includes the following information:
 - a. A committee name.
 - b. A mandate.
 - c. The names of its members and its chair, all of whom must be Members or Senators.
2. An Ad Hoc Committee can be struck by a majority vote of the Board, given the information listed in Clauses 1(a) through (c).

3. The term of an Ad Hoc Committee shall begin at the closing of the meeting at which it was struck and end when any of the following occurs:
 - a. All business of the committee is completed, as determined by the committee.
 - b. A motion of the Board or a General Meeting is passed calling for the Committee to be disbanded.
 - c. A date passes which was specified in the mandate of the Committee for it to disband.
4. While it is active, an Ad Hoc Committee shall present a report to the Board six (6) weeks prior to each AGM.
 - a. The Board shall forward to the Membership both the Ad Hoc Committee's report and the Board's response thereto two (2) weeks prior to the AGM.
5. Following its disbandment, an Ad Hoc Committee shall present its final report to the Board six weeks prior to each AGM.
 - a. The Board shall forward to the Membership both the Ad Hoc Committee's final report and the Board's response thereto two (2) weeks prior to the AGM.
6. Notwithstanding impeachment as per Article 19 or revocation of membership as per Article 5, if a member of an Ad Hoc Committee ceases to be a Member of YPM Inc., they shall remain a member of the committee unless they were removed by the Board or resigned from the committee.
7. In the case of vacancies on a committee, new members may be appointed through a motion of the Board or a General Meeting.
8. All members of an Ad Hoc Committee shall have an equal vote except the chair, who shall, in case of a tie, vote a second time.
9. There shall be a Special Committee struck annually at a time following 1 January and no less than one month prior to the AGM to review the Governing Documents.
 - a. The committee shall be styled as the Standing Orders and By-Laws Organizational Committee (SOBLOC).
 - b. The mandate of SOBLOC is to propose amendments to the Governing Documents and make recommendations for future changes thereto.
 - c. The membership of SOBLOC shall be made up of the following:
 - i. the Director of Procedures, who shall act as chair of the committee.
 - ii. the Past-Chairperson.
 - iii. at least three members appointed by and from the Cabinet.
 - d. SOBLOC shall present its final report to the Board prior to the AGM.
 - i. The Board shall forward to the Membership both SOBLOC's final report and the Board's response thereto one week prior to the AGM.
10. The Chairperson shall serve as a non-voting, ex-officio member of all committees.

Article 23: DISSOLUTION

1. Upon the dissolution of YPM Inc., any funds or assets remaining after paying all debts shall be distributed to an incorporated, non-profit Manitoba organization as determined by the Board.
 - a. The organization's mandate should reflect the Mission of the Corporation as outlined in Article 3.

Article 24: RESIDUAL POWERS

1. Any matter concerning YPM Inc. not dealt with in the By-Laws shall be acted upon at the discretion of the Board.