

Renfrew Collingwood Seniors' Society (the "Society")

Constitution

- 1) The name of the society is the "Renfrew-Collingwood Seniors' Society".
- 2) The objects of the Society are to:
 - a. provide services to meet the needs of seniors and people with disabilities in the Renfrew-Collingwood area who have become isolated for physical, social, and emotional reasons;
 - b. assist seniors to maintain their independence and to function autonomously in the community through the provision of a visiting program and a socializing and recreational experience, but not to operate as a social club;
 - c. fulfill the following need to:
 - i. feel useful, needed, capable, recognized, and valued as individuals;
 - ii. receive mental stimulation, make decisions, have choices, keep aware of what's going on in the community, country, and world;
 - iii. have nutritious meals and exercise;
 - iv. confront the realities of old age – health, separation, loneliness, health problems; change in family and community roles;
 - v. provide some relief to the families of seniors who are being cared for at home;
 - vi. maintain seniors in the community as long as possible.

Bylaws

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the Directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

- 2.1 A person of 19 years of age or older may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.3 The amount, as determined by the Board, of the annual membership dues will be due on April 1 of each year.

Member not in good standing

- 2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5 A voting member who is not in good standing:
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines.

Notice of General Meeting

- 3.2 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting but no more than 60 days before the meeting.
- 3.3 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary business at general meeting

- 3.4 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the Directors or auditor;
 - (d) election or appointment of Directors;
 - (e) appointment of an auditor, if any; and
 - (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

- 3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.6 The following individual is entitled to preside as the Chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the Chair;
 - (b) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the Chair,
 - (i) the Chair of the Board,
 - (ii) the Vice-Chair of the Board, if the Chair of the Board is unable to preside as the Chair, or
 - (iii) one of the other Directors present at the meeting, if both the Chair and Vice-Chair of the Board are unable to preside as the Chair.

Alternate Chair of general meeting

- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum required

- 3.8 Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.9 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Participation in general meeting by telephone or other communications medium prohibited

- 3.10 Participation in general meetings by telephone or other communications medium is prohibited.

Lack of quorum at commencement of meeting

- 3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

- 3.13 The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.15 The order of business at a general meeting is as follows:
- (a) elect an individual to Chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - i. receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint Directors, and
 - iv. appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.

Announcement of result

- 3.16 The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of Directors on Board

- 4.1 The Society must have no fewer than 3 (three) and no more than 9 (nine) Directors. The majority of Board members must be ordinarily resident in B.C.

Eligibility for Election as Director

- 4.2 To be eligible to stand for election as a Director of the Society, a person must be a member in good standing

Election or appointment of Directors

- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

Term of Office

4.4 The term of office will normally be for two years. However, the Directors may by Board resolution determine that some or all the vacant Directors' positions will have a term of less than two years.

Consecutive terms

4.5 Directors may hold consecutive terms.

Limits to consecutive terms

4.6 A Director may hold no more than three (3) consecutive terms and may not serve as a Director until 12 months have passed since the expiry of his/her last term. However, the Board has discretion to waive this requirement.

Directors may fill casual vacancy on Board

4.7 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term of appointment of Director filling casual vacancy

4.8 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Ministry Appointed Directors

4.9 The minister (Ministry of Health) shall be empowered to appoint one or more government representatives to the Board should the Minister require same through a standard or directive issued under the Continuing Care Act.

PART 5 – DIRECTORS' MEETINGS

Calling Directors' meeting

5.1 A Directors' meeting may be called by the Chair or by any 2 other Directors.

Notice of Directors' meeting

5.2 At least 7 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

PART 6 – DUTIES OF OFFICERS

Election or appointment of Board Officers

6.1 At the first meeting of the Board, the Board will elect the Officers. All Officers must be Directors. The Board will elect a Chair, Vice-Chair, Secretary and Treasurer, who will hold office until the first meeting of the Board held after the next following annual general meeting.

Removal of Officers

6.2 A Person may be removed as an Officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present. Officers so removed shall remain members of the Board.

Replacement of Officers

6.3 Should the Chair or any other Officer for any reason not be able to complete his or her term, the Board will remove such Officer from his or her office and will elect a replacement without delay.

Directors at large

6.4 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of Chair

6.5 The Chair of the Board is responsible for supervising the other Directors in the execution of their duties and will preside at all meetings of the Society and of the Board.

Role of Vice-Chair

6.6 The Vice-Chair of the Board is responsible for carrying out the duties of the Chair if the Chair is unable to act.

Role of Secretary

6.7 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

6.8 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

6.9 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Combination of the offices of Secretary and Treasurer

6.10 The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

7.1 No Director shall receive remuneration from the Society for the performance of his or her duties, but shall be reimbursed for reasonable expenses incurred while engaged in the affairs of the Society.

Signing authority

- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the Chair, together with one other Director,
 - (b) if the Chair is unable to provide a signature, by the Vice-Chair together with one other Director,
 - (c) if the Chair and Vice-Chair are both unable to provide signatures, by any 2 other Directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – ACCESS TO RECORDS OF SOCIETY

Inspection of Records of the Society

- 8.1 The records of the Society, excluding the accounting records and the Directors' proceedings, shall be open to inspection at the offices of the Society by the members in good standing at all reasonable times during normal business hours and with two days advance notice to the Board. The Board shall decide on any fees to be associated with providing copies of records at the request of a member or members.

PART 9 – BORROWING POWERS

- 9.1 The Society shall have the power to borrow or raise or secure the payment of money in such manner as the Society shall think fit by special resolution.

PART 10 - OPERATION OF THE SOCIETY

- 10.1 The operation of the Society will be chiefly carried on in the city of Vancouver in the Province of British Columbia.

PART 11 - ALTERING BYLAWS

- 11.1 Notice to amend any Bylaw or to introduce a new one shall be given in writing at a meeting of the Society previous to the meeting or circulated to the members 14 in advance of the meeting at which it is intended to be considered.
- 11.2 The Bylaws of the Society may be amended at any general meeting of the Society by an extraordinarily resolution adopted by 2/3 majority vote of the members of the Society present at a general meeting.
- 11.3 Any resolution or motion shall be deemed passed, if a 2/3 majority vote of the members present vote in favour of such resolution or motion.

PART 12 – PREVIOUSLY UNALTERABLE PROVISIONS

- 12.1 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects.
- 12.2 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the same social problems or organizations promoting the same object of this society, as may be determined by the members of the Society at the time of dissolution, and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.