

May 17, 2017

PROPOSED "NEW" 411 SOCIETY CONSTITUTION FOR TRANSITION

411 Seniors Centre Society (1977)

Constitution

Article 1 – Name

The name of the Society is 411 SENIORS CENTRE SOCIETY (1977)

Article 2 – Purposes

The purposes of the Society shall be to:

- a. Provide programs and services to meet the needs of Seniors, including the coordination and dissemination of information for Seniors;
- b. Welcome everyone regardless of their race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental ability, gender, sexual orientation, gender identity, income and age;
- c. Encourage other groups with similar objectives to affiliate with the Society; and,
- d. Establish community links with other groups and organizations having similar interests and concerns.

BYLAWS OF THE 411 SENIORS CENTRE SOCIETY (1977)

PART I INTERPRETATION

1. In these By-Laws, unless the context otherwise requires,
 - a. "Director" means the Directors of the Society for the time being;
 - b. "**Societies Act**" means the **Societies Act** of the Province of British Columbia from time to time in force and all amendments to it; and,
 - c. "Registered address" of a member means his/her address as recorded in the register of members.
2. Words importing the singular include the plural and vice versa.

PART I A PROVISIONS CONTINUING

The following provisions previously contained in the Constitution of the Society are continued and shall not be amended without a resolution assented to by a vote of at least 90 per cent of members voting at a General Meeting:

1. **Philosophy:** The Society shall be non-sectarian, non-racial and non-partisan politically. This clause was previously unalterable.
2. **No Gain:** 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 purposes. This clause was previously unalterable.
3. **Dissolution of the Society:** 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 social problems or organizations promoting the same object of the Society, as may be determined by the members of the Society at the time of winding up or 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 any such organizations referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Canada Revenue Agency as being qualified as

such under the provisions of the Income Tax Act of Canada from time to time in effect. This clause was previously unalterable.

PART II MEMBERSHIP

1. A person 55 years of age or older may apply for membership and become a member.
2. A person who is unable to work because of health problems & who is less than 55 years of age may apply for a membership and may become a member after acceptance by the Directors.
3. The Directors may bestow 'Life Membership' on persons who have given long and effective service to the Society. Life members shall be voting members.
4. A person who supports the objectives of the Society may be appointed an Honorary Member by the Directors. Honorary Members shall be non-voting members and the terms and conditions of their membership shall be as determined by the Directors.
5. An organization having similar purposes or objectives to those of the Society may become an 'Associate Member' on acceptance by the Directors and on terms laid down by the Directors. Associate members shall be non-voting members.
6. A person who supports the objectives of the Society and who does not meet the age requirement for membership may be accepted as an Affiliate Member. Affiliate Members shall be non-voting members and the terms and conditions of their membership shall be as determined by the Directors.
7. The annual membership fees shall be as set at the Annual General Meeting of the Society.
8. A person shall cease to be a member in good standing of the Society on:
 - a. Failing to pay a membership fee;
 - b. Delivery of his/her resignation in writing to the Secretary of the Society;or,
 - c. Being expelled by a resolution of the Directors, supported by a two-thirds (2/3) vote of the Directors. This resolution shall be accompanied by a brief statement of the reasons for the proposed expulsion and such reasons shall be sufficient and just. The person involved shall be given an

opportunity to be heard at the meeting of the Directors before the resolution is put to vote by the Directors.

9. A Registry of Members shall be maintained and will include:
 - a. Full name, residence address and telephone number (if any);
 - b. Date on which a person is admitted as a member; and,
 - c. Date on which a person ceases to be a member.
10. Every member shall uphold the Constitution and comply with these By-Laws.

PART III MEETINGS OF THE MEMBERS

1. General Meetings of the Society shall be held at such place and time in accordance with the Society Act of British Columbia but not less than once yearly, including the Annual General Meeting which shall be held prior to June 30th of each year.
2. Every General Meeting, other than the Annual general Meeting, is an Extraordinary General Meeting.
3. The Directors may convene additional Extraordinary General Meetings.
4. Notice of a General Meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of the business.
5. Twenty-one (21) days notice shall be given of a General Meeting and posted in a conspicuous place.
6. The Society may, in lieu of mailing a copy of notice to members, publish a notice in its newsletter and post a copy of a notice on the Society's bulletin board.

PART IV PROCEEDINGS AT GENERAL MEETINGS

1. The Agenda of the Annual General Meeting shall be:
 - a. Minutes of the last Annual General Meeting and any intervening extraordinary meetings;
 - b. Financial Statements and Auditor's Report;
 - c. President's Report;
 - d. Other Reports;
 - e. Election of Directors, (see 2. below);
 - f. Appointment of Auditor;
 - g. New Business; and,
 - h. Members' comments and questions.
2. The Nomination and Election of Directors shall proceed as follows:

- a. No later than February 28 in each year, the Nominating Committee shall post a notice inviting members to submit to it by April 30 the names of any persons who should be considered for inclusion on the slate of nominees for Directors established in sub-section (b).
 - b. No later than five (5) weeks before the date of the AGM the Nominating Committee shall post a slate of nominees for Directors of the Society who are recommended by that committee and who have agreed to stand for election.
 - c. Any five members of the Society may, with the individual's agreement, nominate any other member of the Society for the position of Director, by filing the nomination in writing with the Secretary no later than three (3) weeks prior to the Annual General Meeting.
 - d. No later than two (2) weeks prior to the date of the Annual General Meeting, the Secretary shall post both the Nominating Committee's slate and the names of any other members nominated pursuant to sub-section (c).
 - e. There shall be no further nominations from the floor of the AGM.
 - f. If the total number of nominees is more than 8 there will be an election. If the number of nominees is 8 or less, then the nominees will be elected by acclamation to two -year terms. If an election is required, and there are one-year terms vacant for any reason, then the 8 candidates receiving the highest vote shall be elected to two-year terms and the remaining candidates shall be elected to the one-year terms available, in order of the number of votes received.
 - g. The Nominating Committee shall conduct an election if required.
3. The agenda of an Extraordinary General Meeting shall be:
 - a. Minutes of the last Extraordinary General Meeting;
 - b. Business arising from minutes;
 - c. President's Report;
 - d. Other reports;
 - f. New Business; and,
 - g. Members' comments and questions.
 4. A quorum shall be thirty (30) members present.
 5. Acceptance of motions requires majority approval except when otherwise stated.
 6. A member present in good standing is entitled to one vote.
 7. Proxy voting shall not be permissible.
 8. Voting is by show of hands unless members decide otherwise except that voting at the Annual General Meeting for the elections of Directors shall be by ballot.

PART V DIRECTORS

1. There shall be a board comprised of a President, Immediate Past President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and 7-10 other Directors whose powers and responsibilities shall be as described herein.
2. Directors shall be members of the Society in good standing.
3. Directors shall be elected at an Annual General Meeting. At each AGM, the number of Directors to be elected shall be a maximum of 16 less the number of incumbent continuing Directors whose terms are unexpired, in accordance with the procedure in Part IV Section 2(f).
4. Directors shall be elected for a term of two years, from the Date of the Annual General Meeting until the end of the Annual General Meeting two years later.
5. Directors shall not hold office for more than a total of ten (10) years.
6. The Directors shall be empowered to fill any vacancy by appointment of an appropriate person until the next Annual General Meeting. In the event of a vacancy in respect of a Director elected for a two year term, the next AGM shall elect a replacement only for the unexpired portion (if any) of that term.
7. A Director shall:
 - a. Act honestly and in good faith and in the best interests of the Society; and
 - b. Exercise the care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a Director.
8. The members may for cause remove a Director by a resolution approved by a two-thirds (2/3) majority vote of those present at a properly constituted Extraordinary General Meeting.
9. Directors may require the resignation of any Director who fails without cause to attend three (3) consecutive meetings of the board.
10. Directors shall not be remunerated for being or acting as a Director but may be reimbursed for authorized necessary reasonably incurred expenses while engaged in the affairs of the Society.
11. The Directors, on behalf of the Society, shall file all financial and other reports with the Annual General Meeting as required by the Society Act, Income Tax Act or other pertinent laws.

12. Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial and other transactions and, without limiting the foregoing, shall keep records of:

- a. All moneys received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
- b. Every asset and liability of the Society; and,
- c. Every other transaction affecting the financial position of the Society.

13. The Executive Committee shall be the President, Immediate Past President, Vice Presidents, Secretary and Treasurer. The Directors shall elect the officers of the Executive Committee each year at the first meeting of the Directors. The first meeting shall take place immediately after the AGM and be chaired by the Immediate Past President or the Executive Director in the event that the immediate past president is no longer a director. The Executive Committee shall serve from the first meeting of the Directors after that AGM until the conclusion of the subsequent AGM.

14. Directors shall not hold the same executive office for more than three (3) consecutive terms.

15. A resolution in writing signed by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

16. Requests by members for minutes of directors' meetings and financial information other than annual financial reports shall be reviewed by the Executive Director who may, subject to appeal to the Directors, withhold records or parts thereof regarding personnel matters, privacy concerns, or other confidential information. The Directors may specify records or portions of records which shall be treated as confidential, subject to S. 24 of the Societies Act.

PART VI RESPONSIBILITIES OF THE DIRECTORS

1. The Directors shall meet at least ten (10) times a year at such times as the Directors may decide. A Director may participate in a meeting of the Directors by teleconferencing, videoconferencing, or other electronic means. In emergent circumstances, a resolution of the Directors may be proposed by the President by email or other similar electronic means, provided that all Directors have access to that process, and have a reasonable time to respond to the motion with comments and or amendments, and if a majority of all the Directors vote in favour of the motion it shall be placed in the minutes of the Directors and shall be valid and effective as if regularly passed at a meeting of the Directors.

2. The President shall, upon the request in writing of a majority of Directors, convene a meeting of the Directors.

3. Directors shall be responsible for policies and management of the Society.
4. Directors shall approve the establishment of all committees of the Society except the Executive Committee.
5. A quorum of Directors is five (5).
6. Proxy voting shall not be permissible.
7. The Executive Committee shall be responsible for those matters delegated to it by the Directors.
8. In exceptional and unusual circumstances the Executive is empowered to act in the interest and protection of the Society prior to consultation with other Directors and shall report on any action taken to a meeting of the Directors at the first opportunity.
9. Directors shall be responsible for the appointment, suspension and/or dismissal of the Executive Director.
10. The President shall
 - a. Preside at meetings of the Society, the Directors and the Executive;
 - b. Be an ex-officio member of all committees except the Nominating Committee;
 - d. Be the Society's principal officer and spokesperson.
11. In the absence of the President, duties of the President shall be carried out by the 1st Vice President and, in the absence of both, by the 2nd Vice President.
12. The Secretary shall have responsibility for:
 - a. Conducting the correspondence of the Society;
 - b. Issuing notices of the Society;
 - c. Keeping minutes of all meetings of the Society and Directors;
 - d. Records and documents of the Society, except those required to be kept by the Treasurer; and,
 - e. Custody of the seal of the Society.
13. The Treasurer shall:
 - a. Be responsible for the Society's financial records, including such books of accounts as are necessary to comply with the Society Act; and,
 - b. Render quarterly and annual financial statements to the Directors, members and others as required.

PART VII STANDING COMMITTEES

1. Standing committees shall attempt to have a minimum of five (5) members. The members of Standing Committees shall elect one of them as chairperson.
2. The Nominating Committee shall be comprised of two Directors and three members of the Society who are not directors. The full nominating committee shall be appointed at the earliest possible opportunity following the Annual General Meeting in each year, and shall be responsible for
 - a. Identifying Board leadership needs and searching for potential leadership;
 - b. Carrying out its duties set out in By-law IV (2).
3. The Strategic Planning Committee shall be responsible for
 - a. Assisting the Board and Executive Director in setting and maintaining the strategic direction(s) for the organization; and
 - b. Reviewing the organization's overall priorities, in light of its mission and vision, available resources and emerging needs and trends, with a focus on the future.
4. The Finance Committee shall:
 - a. Be responsible for reviewing the financial affairs of the Society and for recommending on such changes or modifications as may be desirable or necessary.
 - b. Recommend to the Board an annual budget.
5. The Personnel Committee shall be responsible for:
 - a. Reviewing and recommending on personnel policies;
 - b. Reviewing the role and responsibilities of the Executive Director in light of the Society's Strategic Plan; and
 - c. Reviewing the Executive Director's performance on an annual basis and determining development opportunities for the Executive Director.
6. The Constitution & By-Laws Committee shall:
 - a. Ensure that the activities of the Society are in compliance with the Constitution and by-laws and recommend amendments as necessary.
7. The Membership and Volunteer Committee shall ensure that:
 - a. Records and a registry of members and volunteers are maintained, and;
 - b. There is provision for the solicitation of membership and volunteers.

PART VIII THE SEAL

1. The Directors may provide a common seal for the Society and they shall have

power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

2. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

PART IX ADMINISTRATION

1. The Executive Director shall be responsible for the administration and operation of the Society as determined by the Directors.
2. The Executive Director shall be a salaried official.

PART X BORROWING

1. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the forgoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART XI SIGNING AUTHORITY

1. Signing Officers shall be any two of the following:
President Vice Presidents
Treasurer Executive Director
or, such others authorized by the Directors.
2. All cheques must be signed in accordance with the society's By-Laws and no cheques shall be signed in blank.

PART XII AUDITOR

1. At each Annual General Meeting the Society shall appoint an Auditor to hold office until a successor is elected at the next Annual General Meeting.
2. An Auditor may be removed by ordinary resolution.

3. An Auditor shall be informed forthwith in writing of appointment or removal.
4. No Director and no employee of the Society shall be Auditor.

PART XIII MISCELLANEOUS

1. The fiscal year of the Society shall be from April 1 to March 31 of the following year.
2. After being admitted to membership, a member is entitled on request to receive a copy of the Constitution and By-Laws.