

Constitution and By-laws

Revised July 2003

CONSTITUTION

Nelson and District Seniors Coordinating Society

The purposes of the Society are:

- a) To operate as a charitable institution (without profit to its members)
- b) To provide support activities and facilities for the purpose of maintaining health.
- c) To raise funds for the following purposes.

Operation of Senior Resource Centre

Provision of support to persons who are isolated by:

Provision of information with regard to needed services.

Provision of assistance with completion of government forms such as applications for Old Age Security, Canada Pension, Pharmacare, etc. to persons in financial need.

Provision of income tax assistance to persons on limited income.

Provision of a contact line to isolated individuals.

Operation of Community Education Services

Addressing determinants of health by providing employment service for those with barriers to employment

Community development projects and needs assessments

Volunteer training

Project management

Strategic planning

Operation of Home Help Services

Provision of housekeeping services, cooking and other supports to those unable to provide these services for themselves.

The purposes of the Society shall be carried out without purpose or gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes;

In the event of the winding up and dissolution of the Society, any of its funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be paid, transferred or delivered to such one or more recognized charitable organizations or charitable foundations in Canada, concerned with social problems or having purposes similar to those of this Society, as shall be determined by resolution of a general meeting at the time of winding up and dissolution; and in the event that effect cannot be given to the foregoing provisions, then such funds and assets shall be paid, transferred or delivered to trustees on trust for a charitable purpose;

BYLAWS

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - a) "Directors" means the Directors of the Society for the time being;
 - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) "registered address" of a member means the address as recorded in the register of members;
 - d) "term" means the time between the Annual General Meeting and the immediate next Annual General Meeting;
 - e) "Officer term" means the time between the first Directors' meeting following an Annual General Meeting and the first Directors' meeting following the immediate next Annual General Meeting.

The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.

Part 2 - Membership

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-laws, and, in either case, have not ceased to be members.
2. Any person may apply to the Directors or their designate and upon acceptance by the Directors or their designate, the person becomes a member.
3. Members are entitled to vote at general meetings of the membership.
Group membership is open to any corporate or other organization which supports the purposes of the Society and who wishes to be actively associated with the Society.
4. All membership information shall be held by the Society's Board of Directors and the Administrator.
5. Every member shall uphold the constitution and comply with these By-laws.
6. The amount of the first annual membership dues, if any, shall be determined at the annual general meeting.
7. A person shall cease to be a member of the Society
 - (1) By delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
 - (2) On his/her death or, in the case of a corporation, on dissolution; or
 - (3) On being expelled
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.
(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
9. All members are in good standing except a member, who has failed to pay his/her current annual membership fee, if any, or other subscription or debt due and owing by him to the Society.

Part 3 - Meetings of Members

1. General Meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
3. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
4. (1) Notice of a General Meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
(3) Notice of an annual general meeting shall include:
 - (i) the minutes of previous annual general meeting of the Society;
 - (ii) the minutes of any extraordinary general meeting of the Society held since the previous annual general meeting of the Society;
 - (iii) the financial statement and auditors' report to be presented to the membership at the annual general meeting;
 - (iv) the text of any special resolutions to be presented to the membership at the annual general meeting; shall be made available to the membership either by mail upon request or by pickup at the office of the Society for a period of two weeks prior to the annual general meeting.
5. The Annual General Meetings of the Society shall be held at least once every calendar year and not more than fifteen months after holding the last preceding Annual General Meeting.

Part 4 - Proceedings at General Meetings

1. Special business is:
 - (1) All business of an Extraordinary General Meeting except the adoption of rules of order; and
 - (2) all business that is transacted at an Annual General Meeting, except;
 - a) the adoption of Rules of Order;
 - b) the consideration of the Financial Statements;
 - c) the Report of the Directors;
 - d) the Report of the Auditor, if any;
 - e) the election of Directors;
 - f) the appointment of the Auditor, if required; and
 - g) such other business as, under these By-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the Report of the Directors issued with the notice convening the meeting.
2. (1) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
(2) If at any time during a General Meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.
(3) A quorum is three members present, or such greater number as the members may determine at a General Meeting.
3. If within thirty minutes from the time appointed for a members meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constitute a quorum.
4. The President of the Society, Vice-President or, in the absence of both, one of the other Directors present shall preside as Chairperson of a General Meeting.

5. If at a General Meeting

(1) there is no President, Vice-President or any other Director present within fifteen minutes after the time appointed for holding the meeting, or

(2) the President and all the other Directors present are unwilling to act as Chairperson, the members shall choose one of their number to be Chairperson.

6. (1) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.

7. (1) No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.

(2) In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

8. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, unless the members decide otherwise.

(3) Voting by proxy is permitted as provided in Part 11.

Part 5 - Directors and Officers

1. (1) The Directors may exercise all such powers and do such acts and things as the Society may exercise and do, or which they are lawfully directed or required to do by the Society in General Meeting, but subject, nevertheless, to the provisions of:

a) All laws;

b) These By-laws; and

c) Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in General Meeting.

d) A Director of the Society who is, directly or indirectly, has a conflict of interest with a proposed transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to the Board of Directors, at the meeting(s) at which the matter is considered.

(2) No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

2. (1) The President, Vice-President, Secretary, Treasurer and one or more other persons appointed upon incorporation or, as determined by the members, shall be the Officers of the Society.

(2) An Officer must be a Director and ceases to be an Officer when he ceases to be a Director

(3) There shall be a minimum of five directors and a maximum of eleven directors or such other numbers as determined by the members at an annual general meeting or extraordinary general meeting assembled for the purpose of electing the Board.

3. (1) The Directors shall retire at the expiration of their term, when their successors will be elected.

(2) a) A Director shall be elected at the Annual General Meeting for a one or two year term.

b) Any Director retiring from office at an annual general meeting shall be eligible to stand for re-election at that annual general meeting.

(4) The Officers shall be elected by the Directors at the first meeting of the Directors following the Annual General Meeting and in the manner approved by the Directors.

- (5) Election procedures at the Annual General Meeting shall be determined by the members present.
- (6) Officers shall serve for one Officer term, upon election.
- (7) A Director must be a full member of the Society.
- (8) The Society may employ an Executive Director/Administrator in which case such senior employee of the Society shall serve, whilst employed by the Society, as an ex-officio member of the Board of Directors, with voice but no vote in its proceedings.
4. (1) The Directors may at any time appoint a member as a Director to fill a vacancy.
- (2) The Directors may at any time appoint a Director to fill any Officer vacancy.
- (3) A Director appointed under By-law 4(1) holds office until the next annual general meeting.
- (4) An Officer appointed under By-Law 4(2) shall serve the unexpired Officer term of the Officer he is replacing.
5. (1) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-laws.
- (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
6. The members may, by special resolution, remove a Director before the expiration of his/her office, and may elect a successor to serve to the next annual meeting.
7. No Director or Officer shall be remunerated for being, or acting as, a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

1. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may, from time to time, fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
- (3) The President shall be Chairperson of all meetings of the Directors, unless the Directors decide otherwise.
- (4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
2. (1) Each and every standing committee established by the Board of Directors shall have among its members not less than one Society director who shall, unless otherwise provided in the Terms of Reference established for the standing committee by the Board, chair the committee.
- (2) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name these committees.
- (3) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
3. Subject to the directions of the Directors, the committee shall determine its own procedures.
4. The members of a committee may meet and adjourn as they think proper.
5. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
(2) In case of an equality of votes the President does not have a second or casting vote.
6. Resolution proposed at a meeting of Directors or committee of Directors shall be seconded, and the Chairperson of a meeting may move or propose a resolution.
7. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Duties of Officers

1. (1) The President shall preside at all meetings of the Society and of the Directors, unless the members or Directors decide otherwise.
(2) The President is the chief Executive Director of the Society.
2. The Vice-President shall carry out the duties of the President during his/her absence.
3. The Secretary shall:
 - (1) Conduct the correspondence of the Society;
 - (2) Issue notice of meetings of the Society and of Directors;
 - (3) Keep minutes of all meetings of the Society and of Directors;
 - (4) Have custody of all records and documents of the Society except those required to be kept by the Treasurer
4. The Treasurer shall:
 - (1) Keep such financial records, including books of account, as are necessary to comply with the Society Act; and
 - (2) Render financial statements to the Directors, members and others when required.
5. (1) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
(2) Other Officers, if any, shall perform such duties as the members may decide.
(3) The Directors, or members, may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
6. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

Part 8 - 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 they decide.
2. The members may, by special resolution, restrict the borrowing power of the Directors but a restriction so imposed expires at the next Annual General Meeting.

Part 9 - Notice to Members

1. A notice may be given to a member, either personally, by email or by mail to a registered address.
2. Notice of a General Meeting shall be given to by advertisement in the local press.

Part 10 - By-laws

1. After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00.
2. These By-laws shall not be altered or added to except by special resolution.

Part 11 - Proxy Voting

1. Unless the Directors otherwise determine, a proxy holder, may be appointed and notice thereof shall be received not less than forty-eight (48) hours before the time for holding the meeting of which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
2. A proxy is valid for only one meeting or any adjournment thereof.