

**Draft December 14, 2017**

**Bylaws of the *Nelson and District Seniors Coordinating Society* (the  
"Society")**

**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.

"Directors" means the Directors of the Society for the time being;

"Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

"designated contact " of a member means one of the postal address, phone number or email as recorded in the register of members and identified by the member in their application for membership;

"Committee of the Board" means a committee made up of the Chair, and any other director created by motion of the Board acting at the pleasure of the Board, taking direction from the Board and reporting to the Board. The Committee may exercise any decision making authority delegated to it by the Board of Directors and will report any significant decisions to the Board at its earliest opportunity.

**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 may apply to the Board for membership in the Society, and the person becomes a member on the Board of Directors acceptance of the application. The application must include a single designated contact for the purpose of notifications as required. A register of members will be maintained by the Board.

### **Duties of members**

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.21** Members have access to those Societies records kept under Section 20 of the Societies Act, except detailed accounting records and Minutes of Meetings and any related information. Any records may be requested by members and may be released to members or the public at the discretion of the Board based on a written request at a time and in a condition determined by the Board.
- 2.22** Any person other than a member or director may not access the Register of Members, the Financial Statements or minutes of Directors Meetings.

Directors may by resolution restrict a member's rights to inspect the register of members if the inspection might be harmful, save for the purpose of that member requisitioning or calling a general meeting or advancing a members' proposal.

Copies may be provided at a reasonable fee not to exceed that permitted by regulation with some exceptions for directors and members related to bylaws, constitution and recent financial statements.

### **Amount of membership dues**

- 2.3** Annual membership runs from January 1 to December 31 of any calendar year. There are two categories of membership ; First, a person may become a non volunteer member by paying an annual membership fee. Second, a person may become a volunteer member by contributing one hour of their time to the Societies benefit in the calendar year. In both cases, fees paid or hours contributed after November 1 is considered received on January 1 of the following year. The amount of the annual non member dues, if any, will be determined by the Board from time to time. The amount of required

volunteer time required by volunteer members in any calendar year may be determined by the Board from time to time. A person may qualify as both a volunteer and non-volunteer member.

### **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 or work the designated volunteer hour(s), if any, and the member is not in good standing for so long as those dues or hours remain unpaid. The member ceases to be a member on January 1 on the calendar year following the year in which the required fee was paid.

**2.41** A person shall cease to be a member of the Society

(a) A person's membership in the Society expires on January 1 of the next Calendar year unless renewed.

(b) 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

(c) On his/her death or, in the case of a corporation, on dissolution; or

(d) On being expelled

**2.42** A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.

(c) 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.

**2.43** 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.

### **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.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.10** A general meeting must be held at the time and place the Board determines. The Board will provide a minimum 14 calendar days notice to members using the contact information in the members register and/or a notice in the manner they find most appropriate at the time.

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.

### **Order of business at general meeting**

#### **Ordinary business at general meeting**

**3.11** 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;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

**3.12** 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.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** 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**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution (majority approval) 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.

### **Notice of special business**

**3.3** 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. Approval of any and all special resolutions requires

the agreement of a minimum of 67% of members in attendance at the special meeting.

### **Chair of general meeting**

**3.4** 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,
  - (ii) the vice-Chair, if the Chair 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 are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** 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**

**3.6** 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**

**3.7** The quorum for the transaction of business at a general meeting is 7 voting members or 2% of the voting members, **whichever is greater**.

### **Lack of quorum at commencement of meeting**

**3.8** 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**

**3.9** 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**

**3.91** 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**

**3.92** 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.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 7 and no more than 15 directors. All members elected as directors must provide to the Society, written consent to act as a director for the duration of their elected term in a form and content acceptable to the Board before they can act as a director.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

**4.21** Directors and officers have the obligation to disclose to all directors any and all material interests in matters that may conflict with their duties and responsibilities to the society

**4.22** (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.

### **Directors may fill casual vacancy on Board**

**4.3** 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**

**4.4** 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.

## **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 2 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 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the Chair, may hold more than one position:

(a) Chair;

- (b) vice-Chair;
- (c) secretary;
- (d) treasurer.

A Director must be a member of the Society.

### **Directors at large**

**6.2** 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**

**6.3** The Chair is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-Chair**

**6.4** The vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

### **Role of secretary**

- 6.5** 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**

**6.6** 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**

- 6.7** 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.

**6.71** The Treasurer shall:

- (1) Keep such financial records, including books of account, as are necessary to comply with the Society Act;

**6.72** 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.

### **Proceedings of Directors**

**6.8** 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.

**6.81** 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.

**6.82** The Chair shall be Chairperson of all meetings of the Directors, unless the Directors decide otherwise.

**6.83** 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.

**6.84** Subject to the directions of the Directors, the committee shall determine its own procedures.

**6.85** The members of a committee may meet and adjourn as they think proper.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **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.

### **Borrowing**

**8.1** 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.

**8.2** 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.

### **WINDUP**

**9.0** 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;

## **Proxy Voting**

### **10.0**

**10.1** 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.

**10.2** A proxy is valid for only one meeting or any adjournment thereof.