

ANNUAL GENERAL MEETING
NELSON AND DISTRICT SENIORS COORDINATING SOCIETY
February 13, 2018

Board Present: Sharon Browning, Brad Howard, Pegasis McGauley (Chair), Eric Ramsden, Marian Ritchie, Alex Wallach, Connie Walton, Rosena Warner, Viola Wierda, Paul Edwards

Regrets: Sarah Popoff

Others: Gerrie Melnechuk, Catherine Bastick, Bill Bastick, Dana Burgess, Yvonne Munroe, Yvonne Shewfelt (Elder Abuse Prevention), Deb Zeeben (Community First Health Co-op and TEETH), Marjut Rihtamo (Office Manager for Seniors Coordinating Society)

Welcome and Introductions

Approval of Agenda - Approved

Approval of Minutes - The minutes of the March 10, 2017, Annual General Meeting were approved. Pegasis read the first page to those present.

Chair Report – Pegasis reported on our ongoing programs and her report is as follows:

“2017 brought a lot of change to Nelson and District Seniors Co-ordinating Society. Firstly, I'll report on Home Help. With the second year of Columbia Basin Trust funding for our half-time Home Help Coordinator, Lynn Goodison, this program grew to serve 52 clients regularly plus 30 with special help once or twice. Clients lived between Beasley and Toad Rock.

The provincial government keeps telling us it has no money to expand the provincial home help program called Better at Home despite our repeated requests to MLA Michelle Mungall and Health Minister Adrian Dix. To emphasize the urgency of the Dec. 31st end of funding to pay our Home Help Coordinator, 15 of us picketed our MLA's office Nov. 28 with home-made signs asking for Better at Home for Nelson. Michelle was not there, and the office was locked. Many people signed our petition.

As funding to pay our Home Help Coordinator drew to an end Dec. 31, in order to ensure continuation of needed services to our vulnerable senior clients, the Board reached out to the 2 largest social service organizations in Nelson, CARES and Community Services, asking them to take on this program. CARES responded yes if they were able to raise the funding. Since CBT does not usually do on-going funding, CARES approached them with a proposal for a new (for them) Seniors Program, which includes the continuation of our Home Help Program. They were successful and since Jan. 1, 2018, CARES has been serving our former clients with our former workers. I was offered a place on the CARES Board where we could observe the success of our former Home Help Program, but this is still under negotiation.

Our Fundraising Committee succeeded in adding some new organizations, Canadian Legion Branch 51 and RDCK Directors Ramona Faust, Tom Newell, Walter Popoff and Hans Cunningham, to our list of on-going donors, namely the Fraternal Order of Eagles, Nelson District Credit Union and IODE, as well as the B.C. Gaming Commission and Columbia Basin Trust.

After much work and thought, especially by Past Chair Brad Howard, we are nearing completion of the transition to the new BC Societies Act. We now have a privacy policy and a Directors' Consent to Act form, as required. We will ask you to approve our updated constitution and bylaws at the end of this meeting.

I appreciate enormously the work of all our committees and programs, which are completely run by volunteers, supported by our half-time Office Manager Marjut Rihtamo. We are always looking for more volunteers, so talk with any Board member if you are interested.”

Financial Report – Sharon reported on the financials to December 31, 2017, with an ending balance of \$18,570.25 distributed among our various programs offered. We had expenses of \$101,023.84 and revenue of \$95,898.58. The Fundraising committee worked hard this year bringing in major donations and grants from RDCK, Columbia Basin Trust, and B.C. Gaming with many small local donations. With the Home Help program moved to Nelson CARES as at December 31, 2017, our revenue, together with our expenses, will decrease significantly.

Program Reports

West Kootenay Community TEETH Clinic Society – Eric reported, and his report is attached. Dana asked for clarification on the children's dental program. If family income tax returns are not filed, there is a problem with eligibility.

"Thanks to the many volunteers and staff at our clinics throughout our catchment area, from Midway in the west to Creston in the east and up the Slocan Valley to Nakusp and to Kaslo.

Since our opening clinic day **in June 2014 we have registered 2 patients short of 1,000 low income people** needing dental care. Many of these folks have moved on to other locations or have been able to get themselves into a better financial situation and no longer require or are able because of their new local use our discounted service. During **2017 we approved 56 new patients** for TEETH Clinic dental treatment. And the starting chart # in January 2018 is 1208.

As of the end of the year we **have the services of 13 dentists** who either take **patients in their own clinics or provide occasional service days in the Nelson clinic of Dr. Osepchook**. Dentists in **Midway, Castlegar, Trail, Nakusp and Nelson accept patients in their clinics at the same TEETH Clinic fee schedule**. As well we have the services of **a private hygiene clinic and a mobile hygienist that is able to service up to 7 patients** in various locations that we service.

In Nelson this past year we had 25 clinic days providing approximately **1397 various dentist and hygiene treatments**, see at the end of this report specific numbers for various treatments. **During 2017 we saved close to \$46,000. in dental fees to our patients and in 2016 that total was around \$42,000.** These savings are the total only from our Nelson clinics. Other dental clinics that provide adopt a patient service to our TEETH Clinic approved patients in the area would have saved an additional amount, but we do not have these financial records.

In other dental offices taking TEETH clients at the similar fees there are 222 patients receiving treatments and saving the similar 40% below the regular dental fees.

In Trail 116 patients are cared for in Dr. Fox's office.

In Castlegar at two offices there are 27 patients receiving care.

In Midway at Dr. Thordarson's office some 17 patients receive their care.

In Nakusp at Dr. DeSandoli's office another 28 clients are looked after.

Finally, in Nelson at Dr. Thordarson's office an additional 34 patients are assisted.

Currently assisted in the **Nelson office of Dr. Osepchook we have 389 active clients**. Providing service in Nelson to such a large number of active patients with only a few clinic days has always been a challenge to keep up with the treatment needs. However, during 2017 we have been able to reduce some of the wait times in various treatment categories, to the point now where we are hopeful, by **increasing the number of clinic days to 35 in 2018 to have wait times of 3 months or less for new patient exams and planned treatment needs**.

Current planned treatment numbers have been substantially reduced from 2016-year end and over this coming year many will be looked after, and we expect some of the long outstanding patient treatments will belong to patients who have either left the area or no longer need our services. Our policy is to try and maintain contact, but when we don't get a reply after 3 tries we simply put those folks into the inactive files and remove our treatment record program from our lists. The records are still maintained in the office if the patient does make contact and wants to continue with treatment.

Currently the outstanding number for all planned patient treatments is 321 with each treatment having multiple procedures, but as indicated above we anticipate 150 treatments could be soon made inactive. At each clinic we are able to provide a minimum of 17 patients with planned treatments. With the budgeted clinics of 35 during 2018 this will provide almost 2000 patient treatments. Hopefully with this year's intake of new patients after having their new patient exam and treatment plan we will still be able to remain at a very low wait time. We have now also instituted a program where, whenever possible, the dentist that has completed the new patient exam and treatment plan will look after these patients when the planned treatment appointments are able to be made. Therefore, before each dentist does a clinic day, we are asking them to provide their possible next clinic day so if appropriate the patients they look after at their current clinic day can have their appointments scheduled immediately at the same dentist's next clinic day. This will give consistency of care for both the dentist and the patient. At each clinic day we attempt to always provide new patient exams for three applicants that have been approved through our intake process at various locations as noted below.

Of the active patients listed in the Nelson clinic there are 69 children, between 1 & 18, 119 patients over 65 and 201 between 19 and 64.

Our clientele at the various dental offices are living far and wide in our catchment area noted above. By postal code V0G 141, V1N 47, V1R 59, V0B 13, V0H 32 and V1L 256.

New patients are able **to apply for approval in Nelson** at Seniors Coordinating Society office @ 719 Vernon St. on the 1st and 3rd Thursdays of each month from 10 to noon. Also, at Anchors. In **Trail** through Trail Career Development Services Centre, 1565 Bay Ave., also covers communities from Fruitvale to Rossland. In **Grand Forks** and area contact Natasha Kellest at 250-443-3155 for appointment. In **Nakusp** through appointment arranged with Paulette Spareboom at 250-265-4020 and in **Kaslo** at the North Kootenay Lake Community Services Society 250-353-7691 ext. 303. We currently **do not have anyone in Castlegar** doing this intake approval but are working on that.

This year we are also providing assistance with helping patients obtain **dentures, full and partial**. For this program we **partner with a denturist who has offices in both Trail and Castlegar. We are hoping to provide between 35 and 40 patients** with this assistance.

Dental assisting staff this year has at times been difficult to secure and without obtaining the services of some additional CDAs and Hygienists that difficulty is expected to continue during 2018. We are planning an aggressive recruitment program for April of this year for these folks. An increase in our Adopt a Patient program with operating dental offices throughout the region would go a long way to helping with reducing our need for assistant staff by allowing more patients to be cared for in individual offices and thus reducing the number of clinics we would actually need to operate. Hopefully our recruitment program in Apr. will also secure more of these facilities.

The BC Dental Association is also working to put a low-cost program for retired dentist in place that will encourage retired dentist to provide some volunteer time with low income clinics across the province. We are hopeful this could provide us with additional clinic support.

During 2018 we will transition to the new Societies Act and prepare an application and submit to CRS for charitable status.”

Public events included partnership events with the Nelson & District Credit Union (NDCU), the Canadian Imperial Bank of Commerce (CIBC), Wal Mart and the BC Community Response Networks (*World Elder Abuse Awareness Day*); the Age Friendly Service Providers Seniors Fair and a Learning In Retirement education event.

Budget

Another frugal year with most operational expenses going to advertising and office supplies.

Thank you to:

BC Community Response Networks - provided reimbursement for WEAAD expenses and granted the monies required for reprinting & distributing the Prevention of Elder Abuse Manual; Nelson & District Credit Union - provided shredding by donation and gifted to EAPP all monies collected; a Telus Ambassador Program donation (\$200) and an unexpected donation from the BC Association of Aboriginal Friendship Centres (\$1000).

Summary

In the writers opinion, the Nelson & Area Elder Abuse Prevention Program has evolved in to a valuable community resource since inception nine years ago and remains true to the Programs' Vision Statement: to offer *"A sustainable, community-based initiative which will utilize awareness-raising activities, education, current resource listings and systems advocacy to reduce ageism and to increase knowledge for prevention, identification and reporting of elder abuse, neglect and self-neglect in Nelson and the surrounding communities."*

We are cognizant that the "sustainable" part is changing and requires further attention as the core volunteers' life circumstances and priorities change or shift. In the meantime a thank you goes out to all contributors & volunteers and a special thank you to the core volunteers (who know who they are!).

Respectfully, Yvonne Shewfelt, Chair,
Nelson & Area Elder Abuse Prevention Program Steering Committee"

Income Tax and Advocacy – Marian reported from May to October 2017, 692 income tax returns were filed with 600 volunteer hours. Seniors' returns were 49%; social assistance, 31%; and low income, 21%. Seniors' advocacy for 2017 was 41.

Home Help – This program is now offered through Nelson Cares as at January 1, 2018.

Personal Advance Planning – Marian reported on this new program and in November we had 5 persons interested in the personal advance planning information. Since then there has been no activity but volunteers are available on Tuesday in the future.

Website – Sharon reported that our revised website www.nelsonseniors.ca is working well and is very user-friendly. The Did You Know? tab outlines the 2017 statistics of all the programs the Seniors Coordinating Society offers.

Retiring members – Pegasus thanked our retiring board members. Rosena is moving to Red Deer, Viola is retiring from the board after 14 years but will remain a volunteer, Brad is retiring after initiating the new Societies Act and being past president, and Paul is retiring for personal reasons.

New Board Members – Two persons are available for the Board if the meeting is changed to the 4th Tuesday of the month. It was agreed to change the meeting date accordingly. The new board is accepted as follows:

Sharon Browning, Pegasus McGauley, Sarah Popoff, Eric Ramsden, Marian Ritchie, Judy Sheppard, Bobby Scott, Alex Wallach, Connie Walton

Special Resolutions – The following constitution and bylaws are outlined below:

Constitution of the Nelson and District Seniors Coordinating Society

1. The name of the Society is the Nelson and District Seniors Coordinating Society.
2. The purpose of the Society is to provide direct goods and services to seniors and disadvantaged people in an affordable way to support their dignity and quality of life.

The Constitution was approved by acclamation by the members of the Society. Yvonne Shewfelt of the Elder Abuse Prevention program mentioned Item 2 is very important in their operation of EAP.

Bylaws – See Bylaws following the adjournment notation: The new Bylaws were approved by the members of the Society. The significant changes from the old bylaws to the new are:

1. President and Vice President is now changed to Chair and Vice Chair.
2. Number of Directors changed from 5-11, now 7-15.
3. Annual General Meeting quorum was 3, now 7.
4. There are now two types of membership in the Society – **Volunteer** (volunteer for one hour a year) and **Non-Volunteer** (pay \$2.00 per year to join).

Brad mentioned to be a Director, a Director's Consent to Act form needs to be signed.

Adjournment

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.

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

- 10.1** 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.