

CONSTITUTION

(no changes from June 23, 2015 approved version)

1. The name of the society is the Prince George Council of Seniors Society ("the Society").
2. The purposes of the Society are:
 - 2.1. To facilitate communication among seniors' and other community organizations and
 - 2.2. To provide services that empower seniors and enhance the quality of life of all seniors in the community
 - 2.3. To advocate for seniors and to maintain a liaison with municipal, provincial and federal governments on issues of concern to seniors.

SUGGESTED BYLAWS

SCHEDULE 1 (section 3)

Bylaws of Prince George Council of Seniors (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;

"Senior" means an individual or group of individuals age 55 or older;

"General Meeting" means the annual meeting at which directors are elected to the Society, and any meeting called other than a meeting of the directors;

"Member" means the Association or Group, the Community Organization, the Associate or Corporate Member as defined in these bylaws;

"Liaison" means the designated representative to the Council of an Association or Group Member, a Community Member, or a Corporate Member; liaisons are not directors of the Society;

"Voting Member" means all Members, and includes all active members of Association or Group Member organizations, are entitled to vote at all general meetings.

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

2.1 Classes of members and application for membership in the Society:

- a. *Association or Group Member: Associations or not-for-profit groups or organizations with a primary interest in seniors may apply to the Board for membership as a seniors' organization and, if accepted, will identify a liaison to the Council of Seniors and may nominate individuals affiliated with their Association or Group to the Board through the election process;*

- b. *Community Member: Public organizations and community-based groups with an interest in the objectives of the Society may apply to the Board for membership as a community organization and, if accepted, will identify a liaison to the Council of Seniors and may nominate individuals affiliated with their organization or group to the Board through the election process;*
- c. *Associate Member: Any individual with an interest in the objectives of the Society may apply to the Board for membership and, if accepted, shall be an associate member with the Society and the member may be nominated or stand for nomination to the Board through the election process;*
- d. *Corporate Member: A business with an interest in the objectives of the Society may apply to the Board for membership and, if accepted, shall be a corporate member with the Society and will identify a liaison to the Council of Seniors; an individual associated with the business may be nominated or stand for nomination through the election process.*

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 of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if:

- a. *the organization, individual or business fails to uphold the constitution of the Society and comply with these Bylaws;*
- b. *the member fails to pay the annual membership dues.*

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.*

Resignation or removal from membership

2.6 An organization, individual or business ceases to be a member of the Society:

- a. *by delivering a resignation in writing to the Society;*
- b. *in the case of an organization or business on dissolution;*
- c. *on being expelled;*
- d. *on having been a member not in good standing for 6 consecutive months.*

A member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall include a brief statement of the reason(s) for the proposal. The person or organization subject to expulsion must be given an opportunity to be heard at a Board meeting before the special resolution is put to a vote.

Part 3 - General Meetings of Members

Time and place of general meeting

3.1 A general meeting must:

- a. *be held at the time and place the Board determines and, in the case of an Annual General Meeting, within 6 months of the Society's fiscal year end;*
- b. *have at least 2 weeks' notice of date, time and location of meeting provided to Association or Group Members, Community Members, and Associate or Corporate Members:*
 - i. *notice will be sent by electronic means to an email address provided by the member;*
 - ii. *notice will be posted at least 2 weeks before the meeting on a website that is maintained by or on behalf of the Society and is accessible to all members of the Society;*
 - iii. *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

3.2 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 response, if any, of the directors or auditor;*
- d. *election of directors;*
- e. *appointment of an auditor, if any;*
- f. *business arising out of a response of the directors not requiring the passing of a special 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.

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 president,*
 - II. *the vice-president, if the president is unable to preside as the chair, or*
 - III. *one of the other directors present at the meeting, if both the president and vice-president 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 the number of current directors times two, plus one.

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

3.10 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

3.11 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

3.12 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 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.

Voting members

3.13 All members, including all active members of Association or Group Member organizations, are entitled to vote at all general meetings.

Methods of voting

3.14 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

3.15 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

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 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. A special resolution requires 2/3 threshold.

Part 4 - Directors*Number of directors on Board*

4.1 The Society must have no fewer than 7 and no more than 11 directors. Of the directors, at least 75% must have been nominated by Association or Group Members, and no more than 25% of the directors at any time will have been nominated as a Community Member affiliate or as an Associate Member or a Corporate Member affiliate.

Election of directors

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

Term of directors

4.3 In the first election following the adoption of these bylaws one-half of the directors will be elected for a one (1) year term and the remaining directors will be elected for a two (2) year term. All subsequent terms will be for two (2) years, to a maximum of four (4) consecutive terms for any individual.

Attendance by directors

4.4 On receiving a report from the Executive, the Board may remove a director if the director fails to attend 3 consecutive regular meetings of the board or, if a member of Executive, s/he fails to attend 3 consecutive regular meetings of the Executive, without prior written approval by the Executive.

Directors may fill casual vacancy on Board

4.5 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

4.6 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 president 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 50% plus one of the current directors.

Resignation of director

5.6 A director who intends to resign must give his or her resignation to the Society in writing, including the date on which the resignation takes effect.

Removal of director

5.7 A director of the Society may be removed from office by special resolution, despite any provision of the bylaws.

Part 6 - Board Executive Positions*Election or appointment to Executive positions*

6.1 Directors must be elected to the following Executive positions by the members of the Board. The positions of secretary and treasurer may be combined:

- a. president;
- b. vice-president;
- c. secretary;
- d. treasurer.

Directors at large

6.2 All remaining Board members are directors at large.

Role of president

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

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president 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.

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 by

- a. any two members of the Executive, or
- b. 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 Corporate Records

Director access to corporate records

8.1 Directors have access to all corporate documents.

Member access to corporate records

8.2 Members have access to all corporate documents excluding the in-camera meetings of the Board. Corporate documents will be made available to members within five working days of written request, and documents can be viewed at the Society office.

Part 9 – Audit

Board or members can require an audit, as determined on a year to year basis, at the annual general meeting or, if a special reason arises during the year, through a vote at a general meeting.

Part 10 – Financial Matters

Financial year

10.1 The financial year of the Society will be April 1 to March 31.

Management of funds

10.2 Funds of the Society will be deposited in accounts of the Society at any chartered Canadian bank, credit union, or trust company.

Part 11 – Rules of Order

All business of the Society will be conducted in accordance with Robert's Rules of Order, when not in conflict with the bylaws of the Society.

Part 12 – Charitable Purpose

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.

Part 13 - Distribution of Assets on Winding up

Before dissolution of the society by request:

- a. all of the society's liabilities must be paid or adequate provision for payment of the liabilities must be made, and*
- b. after payment or adequate provision for payment of all of the society's liabilities is made, the remaining money or other property of the society may be distributed to a qualified recipient specified in an ordinary resolution of the society or, if passing an ordinary resolution is not feasible, specified in a directors' resolution.*