



SECHELT SENIORS ACTIVITY CENTRE

DRAFT SECHELT SENIORS ACTIVITY
CENTRE SOCIETY

CONSTITUTION

AND

BYLAWS

CONSTITUTION AND BYLAWS 2024

August 21, 2024

**CONSTITUTION AND BYLAWS OF SECHELT SENIOR ACTIVITY CENTRE
SOCIETY**

**~~CONSTITUTION AND BYLAWS 2023
DRAFT 10 (JUN.19, 2023)~~**

PREFACE

History

~~The Sechelt Seniors Activity Centre Society was incorporated on May 14, 1986, as the Senior Citizen's Association, Branch #69, Sechelt, B.C. pursuant to the then *Society Act*, RSBC 1979, c. 390. The Society adopted its current name on Jan. 14, 1999.~~

~~The Society's Constitution was amended on Jun. 12, 1995, Jul. 5, 1999, and Oct. 14, 2010. On Oct. 15, 2015, the Society adopted new purposes that came into effect on Mar. 9, 2016. The Society's original Bylaws were amended on Jun. 12, 1995, Feb. 14, 1997, Jul. 5, 1999, Oct. 19, 1999, Nov. 5, 2008, Oct. 14, 2010, and Apr. 19, 2012.~~

~~The Society adopted new Bylaws under the previous *Society Act*, RSBC 1996, c. 433, on Oct. 15, 2015, which came into effect on Mar. 9, 2016. Those Bylaws are the foundation for the Bylaws that are currently in effect.~~

~~In June, 2015, the BC Legislature enacted a new *Societies Act*, SBC 2015, c. 18. The new Act was the first comprehensive change to laws governing not-for-profit corporations in British Columbia since the enactment of the~~

~~previous *Societies Act*, SBC 1977, c. 80. The new Act came into effect on Nov. 28, 2016.~~

~~Under the new Act existing societies were given five years to transition their Constitution and Bylaws to conform with the new law. The Society filed its transition application on May 23, 2018. The application included a consolidated Constitution and Bylaws that saw unalterable purposes in the Constitution incorporated into the Bylaws. These changes did not require a special resolution of the Society's members.~~

~~At the Annual General Meeting on Feb. 20, 2019, members passed a special resolution to approve new purposes in the Constitution so the Society could obtain charitable status under the *Income Tax Act*, as well as some amendments to the Bylaws.~~

~~The changes to the Constitution and Bylaws approved on Feb. 20, 2019, have not been filed with the Registrar of Companies, as of Dec. 7, 2022, leaving the consolidated Constitution and Bylaws filed in 2018 in effect (*Societies Act*, ss.15(3) and 17(3)).~~

2023 Draft amendments

~~The draft below encompasses the Constitution and Bylaws as of May 18, 2018, with the 2019 changes approved at the 2019 Annual General Meeting.~~

~~The amendments to the Constitution involve reformatting the purpose provision of the 2019 Constitution, with added provisions to strengthen their interpretation for charitable purposes.~~

~~There are further amendments to provisions related to: (1) replacing references to the previous Society Act to the current Societies Act; (2) adding references throughout the Bylaws that describe the effect of another Bylaw~~

~~provision that is referred to, or to provisions of the Societies Act that are applicable to the Bylaw provision; (3) rewording the Objectives of the Society; (4) admission of members; (5) term of membership; (6) empowering the Board to create Rules for procedure at member meetings, Board and committee meetings; (7) quorum at member meetings; (8) business at the Fall member meeting; (9) special meetings at the request of members; (10) determination of the Past President to hold office; (11) term of office for directors; (12) grounds for directors ceasing office; (13) creating Rules for membership fees; (14) expenditure authorizations; and (15) distribution of Bylaw copies.~~

~~The most significant change is to lengthen the term of office for directors and officers to two years, instead of one year, as well as having staggered elections for half the directors at each annual general meeting~~

~~A transitional provision is included to provide for the change in the duration of a director's term in office and to allow for the election of directors on the staggered basis.~~

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SECHELT SENIORS ACTIVITY CENTRE SOCIETY

CONSTITUTION

Name

1 The name of the society is the Sechelt Seniors Activity Centre Society.

Purposes

2 The purposes of the Society are to promote companionship, mental and physical stimulation, and social opportunities, to support and improve the lives of seniors, persons with disabilities and other members of the community through activities:

(a) to relieve poverty and promote health by:

- (i) providing an affordable nutritious meal service;
- (ii) providing a safe, clean, friendly and healthy place with craft activity, games and a reading lounge, for seniors and persons with disabilities in the community to meet socially, make friends, share experiences, serve others and feel worthy;
- (iii) encouraging physical exercise through participation in classes and groups such as pickleball, dancing, yoga and physical activities;
- (iv) providing seniors with mentally stimulating activities such as bridge and literary groups; and
- (v) improving mental health by fostering joy and happiness with activities such as art, crafts, music and drama groups;
- (b) to advance education by:
 - (i) holding seminars, **lectures and presentations** on topics that provide knowledge to improve the quality of life for seniors and persons with disabilities; and
 - (ii) holding instructional classes to learn how to use new technologies and communication methods; and
- (c) **beneficial to benefit** seniors, persons with disabilities and the community by:
 - ~~(i) providing humanitarian and compassionate relief by sponsoring and facilitating resettlement of refugees in the community through lodging, settlement assistance and support;~~
 - (i) advancing public appreciation of the arts by providing a venue for high-quality performances and events; and
 - (ii) inviting younger community members to engage with and assist seniors in activities such as bus trips, entertainment and volunteer opportunities.

3 The Society will conduct all other ancillary and incidental activities in a manner to achieve one or more of the purposes noted in section 1.

4 The purposes of the Society are to be construed and applied in a manner that recognizes the activities described in the subparagraphs in section 1, may overlap with charitable purposes enumerated in more than one of the paragraphs in section 1.

SECHELT SENIORS ACTIVITY CENTRE SOCIETY

BYLAWS

PART 1 - INTERPRETATION

Definitions

1 In the Bylaws,

"Annual Budget" means the Annual Budget approved under section 73;

"Board" means the Board of Directors as established under section 36;

"Board Meeting" includes

- (a) a regular meeting under section 43; and
- (b) a special meeting under section 44;

"Board Member" means a member of the Board;

"Bylaws" means these Bylaws;

"Centre" means the Society's facilities at 5604 Trail Avenue, Sechelt, BC, or as replaced;

"Constitution" means the Constitution of the Society;

"Member" includes
includes:

- (a) Regular Members
- (b) Associate Members
- (c) Life Members
- (d) Reciprocal Members

"Member Meeting" includes the

- (a) Fall Regular Meeting,
- (b) Annual General Meeting, and
- (c) a Special Member Meeting:

"Officers" means the Officers referred to in Part 5, Division 3;

"Regular Member Meeting" includes the:

- (a) Fall Member Meeting, and
- (b) Annual General Meeting;

"special resolution" means a resolution that is required to be passed by a majority of not less than seventy five (75) percent of the votes of those Members who, being entitled to vote, vote in person;

"Society" means the Sechelt Seniors Activity Centre Society; and

"Societies Act" means the Societies Act, SBC 2015, c. 18, as amended from time to time or replaced.

Contents, headers and notes

2 (1) The contents, a head note to a provision, or reference or notes after the end of a section or other division

(a) is not part of the Bylaws, and

(b) must be considered to have been added editorially for convenience of reference only.

(2) If a reference to a provision of the Bylaws is followed by italicized text in square brackets that is or purports to be descriptive of the subject matter of the provision, subsection (1) (a) and (b) applies to the text in square brackets.

General

3 (1) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.

(2) In the calculation of time,

(a) the first day must be excluded and the last day included, and

(b) weekends and holidays shall be included.

PART 2 – PURPOSES AND OBJECTIVES

Purposes of Bylaws

- 4 The purposes of the Bylaws are:
- (a) to assist the Society in achieving its objectives;
 - (b) to provide for good governance;
 - (c) to provide for continuity of management and leadership;
- and
- (d) to provide transparency and accountability.

Objectives of the Society

5 (1) The objectives of the Society are to:

- (a) to operate in a manner that fulfills the purposes set out in the Constitution;
- (b) to insure that its purpose is not for monetary gain of its members, that it will operate without financial gain for its members and that any supplementary profits or accumulations thereof will be used to promote the Society's objectives.

(2) To achieve its objectives, the Society shall operate in a manner that:

- (a) is governed by democratic principles;
- (b) is non-partisan, non-racial and non-denominational; and
- (c) recognizes the equality of individuals without regard to age, race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, or sexual orientation.

PART 3 - MEMBERSHIP

Division 1 - General

Membership

6 (1) The Members of the Society are those persons who are or become members in accordance with the Bylaws and have not ceased to be a Member.

Classes

(2) The classes of membership are:

- (a) Regular Members;
- (b) Associate Members;
- (c) Life Members;
- (d) **Reciprocal Members**

Ceasing Membership

7 A Member ceases to be a Member

- (a) by failing to renew membership in accordance with section 15;
- (b) upon delivery of a written resignation
 - (i) to the **Secretary Office Manager** or
 - (ii) to the registered address of the Society;
- (c) upon death; or
- (d) upon expulsion pursuant to paragraph 18(2)(d).

Qualifications for membership

8 (1) Any person is eligible for membership in the Society if they support the purposes of the Society and agree to the duties set out in section 9.

(2) A person in subsection (1) does not include a previous Member who was expelled and has not been reinstated.

Membership duties

9 A Member has a duty

- (a) to uphold the Constitution, Bylaws, Rules, Policies and Procedures of the Society; and
- (b) to refrain from acting in a manner that is prejudicial to the interests of the Society and its members.

Regular Member

10 (1) All persons who are fifty (50) years of age or older are eligible to be a Regular Member.

Rights of a Regular Member

(2) A Regular Member has all the rights and privileges of membership, including:

- (a) to attend and speak at Member Meetings;
- (b) to vote at Member Meetings;
- (c) to attend and observe Board meetings; and
- (d) eligibility to be a Board Member.

Associate or Reciprocal Member

11 (1) All persons who are under fifty (50) years of age are eligible to be an Associate Member.

Rights of an Associate Member or Reciprocal Member

(2) An Associate Member has the same rights and privileges of membership as a Regular Member, except:

- (a) the right to vote at Member Meetings; and
- (b) eligibility to be a Board Member.

Life Member

12 (1) A Life Member is a voting member who has provided extraordinary service to the Centre, in accordance with criteria determined by the Board.

Rights of a Life Member

(2) A Life Member shall have the rights and privileges of membership as a Regular Member.

(3) A nominating cmte will be formed every year, chaired by a life time member. The board will approve their selections at the November Board of Directors meeting. (Number??)

Those selected will be announced at the Christmas lunch.

Division 2 - Admission

Admission

13 (1) The Society shall admit as a member of the Society each person who:

- (a) meets the qualifications in section 8; and
- (b) has paid the prescribed membership fee.

Membership Key Tag

(2) Upon approval of the application the Member shall be issued a membership ~~card~~ key tag.

Refund

(3) If an application for membership is rejected under subsection (1) the membership fee shall be refunded immediately.

Division 3 – Term of ~~m~~Membership

Term

14 (1) A new membership in the Society takes effect on approval of the application under section 13.

(2) Membership is valid for one year from:

- (a) the date a new membership is approved; and
- (b) from the expiry date of an existing membership if it is renewed under section 15.

Renewal

15 (1) The Society shall renew as a Member of the Society each Member who has paid the membership fees for the next year by the deadline determined in a Rule by the Board.

(2) A Member of the Society who does not renew their membership in accordance with subsection (1) may apply to join the Society again in accordance with section 13.

Division 4 - Discipline

Complaint

16 (1) Upon receipt by the Secretary of a written complaint from a Member, a Board Member designated by the Board shall investigate whether or not a Member has acted contrary to section 9.

(2) If, upon investigation of the complaint, the Board Member under subsection (1) determines the Member has acted contrary to section 9, the Board shall be notified of that determination.

(3) Upon receipt of the notification under subsection (2), the Board shall convene a discipline hearing to consider the complaint.

Rights at discipline hearing

17 (1) The Member who is the subject of the hearing shall have a right

(a) to speak at the hearing or have one Member speak on their behalf; and

(b) to call witnesses.

- (2) The Member must receive written notice of the hearing at least seven days prior to the hearing date.
- (3) The notice under subsection (2) must include
 - (a) a brief description of the allegations against the Member;
 - (b) the time, date and place of the hearing; and
 - (c) a description of their rights under subsection (1).

Powers of Board on complaint

18 (1) Upon completion of a hearing under section 16(3), the Board must, by a majority vote,

- (a) dismiss the complaint, or
- (b) determine the Member has acted contrary to section 9.

(2) If the Board makes a determination under paragraph (1)(b), the Board must forthwith

- (a) reprimand the Member;
- (b) impose limitations or conditions on the Member's rights and/or activities;
- (c) suspend the Member; or
- (d) expel the Member.

(3) An expulsion under paragraph (2)(d) requires the approval of a majority of the voting Board members present.

(4) A suspension under paragraph (2)(c) may be

- (a) for a specified period of time,
- (b) until the Member fulfills a condition imposed under paragraph (2)(b);
- (c) from a specified date until the Member fulfills a condition imposed under paragraph (2) (b); or
- (d) for a specific minimum period of time and until the Member fulfills a condition imposed under paragraph 2(b).

(5) At a hearing under subsection 16(3) the Board Member who made the determination under subsection 16(2) shall not participate in the deliberations or vote by the Board.

Suspension without notice

19 (1) The Board Member designated under subsection 16(1) may

(a) until a hearing is held under subsection 16(3); and

(b) if they determine, in their sole discretion, a Member's actions or behaviour would be dangerous to other Members,

do any of the following:

(c) suspend a Member; or

(d) impose conditions or limitations on the Member's rights and/or activities.

(2) If any action is taken under paragraphs (1)(c) or (d), upon written request of the Member, the Board must hold the hearing under section 16(3) within one week.

Division 5 – Reinstatement

Reinstatement

20 (1) A former Member who has been expelled may only be reinstated by a majority of the voting Board Members at a subsequent Board Meeting.

(2) An applicant seeking reinstatement must make a written application in the manner prescribed by the Board.

(3) The Board Member who made the determination against the applicant under subsection 16(2) may not participate in the deliberations or vote of the Board.

Determination of application

21 (1) The Board shall consider a reinstatement application within six (6) weeks of receipt of the application.

(2) The Board shall give the applicant at least seven (7) days written notice of the Board Meeting at which it will consider the application.

(3) The applicant shall have a right

- (a) to speak in support of the application, or
- (b) to have one Member speak on their behalf.

(4) The Board may consider the application abandoned if the applicant fails to attend the meeting.

(5) At the meeting under this section the Board must

- (a) dismiss the application; or
- (b) allow the application.

Start of membership

22 An applicant reinstated pursuant to section 21 shall not become a Member until after paying the required membership fee.

PART 4 - MEMBER MEETINGS

Division 1 - General

Procedure

23 (1) All proceedings at a Member Meeting shall, subject to the Bylaws, be governed by;

- (a) the latest published edition of Robert's Rules of Order; or
- (b) Rules created by a resolution passed by two-thirds of the Board members voting in person.

(2) The Board may, in its discretion, decide if a Member Meeting is an electronic meeting [*Societies Act*, section 83].

Notice

24 (1) Notice of a Member Meeting shall specify the time, day and place of the meeting.

(2) Notice must be given not less than fourteen (14) days prior to the date of the specified meeting [*Societies Act*, s. 77(1)].

(3) The accidental omission to give notice of a Member Meeting to any Member does not invalidate the proceedings at that meeting [*Societies Act*, s. 77(3)].

Change of meeting

25 (1) The Board may, in its discretion, change the date, time or place of a Member Meeting.

(2) A meeting postponed under subsection (1) shall be held within twenty one (21) days of the original scheduled date.

Voting

26 (1) Unless otherwise resolved by the Members, all votes shall be done by a show of hands.

(2) Proxy voting is not allowed at a Member Meeting [*Societies Act*, s. 85(1)].

Quorum

27 (1) The quorum at a Member Meeting shall be thirty (30) Regular Members in good standing [*Societies Act*, para. 82(2)(a)].

(2) If a Member Meeting is adjourned to a later date because a quorum is not in attendance, the Regular Members in good standing shall constitute a quorum for the purposes of that meeting if, at the continuation of the adjourned meeting, a quorum is again not in attendance [*Societies Act*, subsection 82(4)].

Member's resolutions at an Annual General Meeting

28 In order to be considered at the Annual General Meeting, a member's resolution must be

- (a) signed by at least two (2) Regular Members in good standing [Societies Act, s. 81(1)], and
- (b) received by the Secretary at least seven (7) days before notice of the Annual General Meeting is sent [Societies Act, s.81(4)].

Division 2 – Fall Member Meeting

Fall Member Meeting

29 A Fall Member Meeting shall be held every October at such date, time and place set by the:

- (a) Board; or
- (b) Members at a previous Member Meeting.

Business

30 The Fall Member Meeting shall include the following business:

- (a) approval of the minutes of the previous Member Meeting;
- (b) Executive Reports;
- (c) old business;
- (d) new business; and
- (e) approval of a provisional Annual Budget for the upcoming fiscal year.

Division 3 - Annual General Meeting

Annual General Meeting

31 An Annual General Meeting shall be held every March at such date, time and place set by:

- (a) the Board; or
- (b) Members at a previous Member Meeting.

Business

32 The Annual General Meeting shall include the following business:

- (a) approval of the minutes of the previous Member Meeting;
- (b) Executive Reports;
- (c) approval of the financial statements prepared pursuant to section 72 [*Societies Act*, s. 35]
- (d) approval of the Annual Budget;
- (e) the election of members of the Board pursuant to section 59;
- (f) old business; and
- (g) new business.

Division 4 - Special Member Meeting

Special meeting at request of members

33 (1) The Board must convene a Special Member Meeting on a written request made in accordance with subsection 75(3) of the Act.

(2) The request under subsection (1) must be signed by five (5) percent of the Regular Members in good standing at the time the request is received [*Societies Act*, s. 75(1)].

(3) The Board must convene a Special Member Meeting within sixty (60) days of the receipt of a request under subsection (1), at such date, time and place as it determines [*Societies Act*, s. 75(4)].

Special meeting convened by Board

34 The Board may at any time convene a Special Member Meeting to consider any business it considers appropriate, at such date, time and place as it determines [*Societies Act*, s. 74].

Business

35 The business at a Special Member Meeting shall be limited to the business set out in the request under subsectio 33(1) or as determined by the Board under section 34.

PART 5 - EXECUTIVE

Division 1 - Board of Directors

Membership

36 There shall be a Board of Directors consisting of:

- (a) ~~six~~ four Officers, namely
 - (i) the President;
 - (ii) ~~the Past President;~~
 - (iii) the Vice-President;
 - (iv) the Secretary;
 - (v) the Treasurer; and
 - (vi) ~~the Maintenance Director; and~~
- (b) ~~six~~ seven Directors at Large.

Powers and responsibilities

37 (1) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, including:

- (a) establishing Rules, Policies and Procedures, which do not conflict with the Bylaws, to govern the administration of the Society, and the conduct of meetings and Members;
- (b) manage or supervise the management of the activities and affairs of the Society;
- (c) manage or supervise the management of the finances of the Society; and

- (d) those matters expressly referred to in the Bylaws.
- (2) The powers under subsection (1) do not include those matters that are by the Bylaws or by law to be exercised by the Society.
- (3) An act or proceeding of the Board is not invalid merely because there is less than the prescribed number of members of the Board in office.
- (4) The Board members are the Directors of the Society for purposes of the *Societies Act*.
- (5) The Board shall communicate regularly with the Members in connection with the affairs of the Society.

Delegation of powers

38 The Board may make Rules to assign and transfer any of the powers and duties assigned to it, except

- (a) rule-making authority; and
- (b) delegation authority.

Signing authority

39 The Board shall designate four (4) Officers as signing officers.

Remuneration

40 (1) A Board Member must not be remunerated for acting as a Board Member.

(2) A Board Member may be reimbursed for all authorized expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Conduct of Board Members and office holders

41 (1) A Board Member exercising a function of that office, must:

- (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 reasonably prudent person.
- (2) The Board may establish policies concerning the standards of conduct for Board Members under the Bylaws.

Liability, indemnity and insurance

42 (1) The Society accepts responsibility for any liability incurred in the course of service to the Society by any Board Member or office holder of the Society, unless the liability arose from conduct of the Board Member or office holder that involved:

- (a) gross or criminal negligence;
 - (b) fraud or deliberate deception; or
 - (c) a misrepresentation of the authority of that Board Member.
- (2) The Board may indemnify any Board Member or office holder for any loss or claim arising out of conduct for which the Society accepts responsibility as set out in subsection (1).
- (3) The Board may establish policies setting out the circumstances in which, and the extent to which, the Society will assume responsibility within the scope of subsection (1) and provide indemnification within the scope of subsection (2).
- (4) The Board may purchase liability insurance to protect the Society from losses or claims that fall within the scope of the Society's assumed responsibility.

Division 2 - Meetings

Regular Board Meeting

- 43 (1) A Regular Board Meeting shall be held:
- (a) at least once a month; and
 - (b) as otherwise scheduled by the Board.

- (2) Notice of the date, time and place of the regular meeting must be given to each Board Member at least seven (7) days before the meeting.

Special Board Meeting

44 (1) A Special Board Meeting may be called by:

- (a) the President;
- (b) the Vice-President; or
- (c) upon written request by one-third of the Board Members in office, delivered to the President or Vice-President.

(2) If a written request is received pursuant to paragraph (1)(c), the President or Vice-President shall call a Special Board Meeting no later than seven (7) days after delivery of the request.

(3) A written request pursuant to paragraph (1)(c) must set out the business to be discussed at the meeting.

(4) Notice of the date, time and place of a meeting called pursuant to paragraphs (1)(a) or (b) must be given to each Board Member at least one (1) clear day before the meeting unless there are extraordinary circumstances where time is of the essence.

Notice

45 (1) Notice of Board Meetings may be given to Board Members

- (a) in writing;
- (b) by email; or
- (c) orally.

(2) Notice of a Board Meeting shall also be made pursuant to subsection 90(2) [*posting at Centre and on website*].

(3) The accidental omission to give notice under subsections (1) and (2) does not invalidate the proceedings at that meeting.

Quorum

46 (1) A quorum for a Board Meeting shall be a majority of the Board Members.

(2) If at a meeting convened pursuant to paragraph 44(1)(c) there is no quorum within thirty (30) minutes of the scheduled starting time, then the meeting shall not proceed.

(3) If at any meeting of the Board, other than a meeting referred to in subsection (2), there is no quorum present within thirty (30) minutes of the scheduled starting time, the President shall call another meeting.

Procedure

47 (1) All meetings of the Board shall, subject to the Bylaws, be governed by the:

(a) latest published version of Robert's Rules of Order; or

(b) Rules passed by the Board.

No proxy voting

(2) Proxy voting is not allowed.

Attendance by audible electronic means

(3) The Board may, at its discretion, allow a Board Member to attend the meeting by audible means when feasible.

Member attendance

(4) Board Meetings are open to Members to attend as observers.

***In camera* meetings**

(5) The Board may, by a majority vote, hold a meeting or part of a meeting *in camera* to discuss labour, legal or other issues of a sensitive nature.

Member speaking rights

48 (1) Any Member wanting to speak at a Board Meeting shall submit a written request to the President, Vice-President, or Secretary not less than ten (10) days prior to the Board Meeting, indicating,

- (a) the subject matter of the presentation, and
- (b) particulars upon which the Member wants to make a presentation.

Authorization to speak

(2) The President, or the presiding member at the Board Meeting, may authorize a Member that has complied with subsection (1) to speak at the Board Meeting.

(3) Subject to the Board's approval, in exceptional circumstances, requests made less than ten (10) days prior to the Board Meeting may be accepted.

Time limits

(4) The presiding member at the Board Meeting shall determine the time limit,

(a) a Member is allowed to speak on a presentation, and

(b) allowed for a question posed to the Member and the answer given by the Member, unless the Board allows additional time.

Division 3 - Officers

President

49 The President is responsible for:

- (a) presiding at all Board meetings;
- (b) presiding at all Member Meetings;
- (c) supervising the affairs of the Society and being responsible for the administration of the Society; and
- (d) performing any other duties determined by the Board.

Vice-President

50 The Vice-President is responsible for:

- (a) assisting the President as required;

- (b) assuming the duties of the President in the President's absence or when the President is unable to perform those duties; and
- (c) performing any other duties assigned by the Board.

Secretary

51 The Secretary is responsible for:

- ~~(a) supervising the maintenance of the Register of~~
- (a) recording the minutes of all meetings of the Board Meetings and the Member Meetings; including a record of persons in attendance at Member Meetings;
- (b) notifying Members of meetings;
- (c) coordinating correspondence;
- (d) maintaining a current copy of the Constitution, Bylaws and all Rules, and Policies and Procedures of the Society;
- (e) maintaining a roster of suspended or expelled members and to advise the Board if such a person makes application for membership;
- (f) maintaining the records of the Society at the Society's registered office;
- (g) assisting the President in filing all reports required to be filed pursuant to the *Society Act*; and
- (h) performing any other duties assigned by the Board.

Treasurer

52 The Treasurer is the chief financial officer of the Society and is responsible for:

- (a) ensuring the prudent financial administration of the Society and the proper keeping of the books of record of all bank accounts of the Society's operations as required by law;

- (b) ensuring that no disbursement is made without authorization of the Board, or as provided in Bylaws;
- (c) preparing the financial statements for presentation at all Board Meetings and the Annual General Meeting;
- (d) preparing the Annual Budget according to section 73;
- (e) filing all financial reports as required by the *Societies Act* and *Income Tax Act* or any other law; and
- (f) performing any other duties as determined by the Board.

Maintenance Director

~~53 The Maintenance Director is responsible for:~~

- ~~(a) ensuring the maintenance and upkeep of the Centre; and~~
- ~~(b) performing any other duties as determined by the Board.~~

Past President

~~54 (1) The Past President is responsible to~~

- ~~(a) providing advice and leadership to the Board regarding past practices and other matters _____ to assist the Board in governing the Society;~~
- ~~(b) supporting the President as needed;~~
- ~~(c) mentoring new Board members; and~~
- ~~(d) performing any other duties as determined by the Board.~~

~~—(2) The Past President is the last person to hold the office of President prior to the current office holder, unless that person is unwilling to hold office, in which case it will be the next previous President and so forth, until a previous President is willing to hold office.~~

~~—(3) The Past President shall be a non-voting member of the Board.~~

Delegation of responsibilities

~~55~~ 53 (1) The Board may make Rules to delegate to any other Board Member or senior manager

- (a) any or all of the responsibilities of the Vice-President, Secretary, ~~or Treasurer~~ ~~or Maintenance Director~~; and
- (b) any responsibility of the President under paragraphs 49((c) and d).

(2) If any or all of the powers and duties are transferred to another Board Member or senior manager under subsection (1), the person to whom the powers and duties are transferred may exercise the powers and perform the duties under their own title or the title of the Officer from whom the powers and duties are transferred.

Division 4 - Committees

Subdivision 1 - General

~~56 54~~ (1) The Board will create ~~the following~~ Committees ~~as required~~:

- ~~(a) Bus Committee;~~
 - ~~(b) Communications Committee;~~
 - ~~(c) Computer and Audio-Visual Committee;~~
 - ~~(d) Finance Committee;~~
 - ~~(e) Fundraising and Special Events Committee;~~
 - ~~(f) Kitchen Food Services Committee;~~
 - ~~(g) Legal and Legislative Governance Committee;~~
 - ~~(h) Maintenance Committee;~~
 - ~~(i) Membership Committee;~~
 - ~~(j) Rental Committee;~~
 - ~~(k) Security Health, Safety and Security Committee; and~~
 - ~~(l) any other committee the Board deems necessary.~~
- ~~Add Human Resources?~~

(2) The Board may make Rules:

- (a) to describe the duties, powers and responsibilities assigned to a committee;

(b) to assign and transfer, for any period of time, any of the powers and duties assigned to a committee, to another committee or Member; and

(c) to govern the practice and procedure at committee meetings.

(3) The Board may dissolve a committee at any time.

Appointment

~~57~~ 55 (1) The Board shall determine:

(a) the number of members of a committee;

(b) the persons appointed to a committee; and

(c) the term of office of membership in the committee.

(2) The Board may add members to a committee as required.

(3) All members of a committee must be Members, except where the Board determines that an appointment to a committee is beneficial to the Society.

(4) Each committee shall include one Board member, unless determined otherwise by the Board.

(5) The President and Vice-President shall be ex-officio members of every committee.

Committee chairs

~~58~~ 56 (1) The Board shall appoint the chair of every committee.

(2) The chair of each committee shall report to the Board **through the Board representative**.

PART 6 – ELECTIONS AND TERMS OF OFFICE

Division 1 - Elections

Election

~~59~~57 At each Annual General Meeting an election shall be held for those Officers and Directors at large positions whose term of office under section 67 are to expire at that meeting.

Nomination

~~60~~ 58 (1) Every candidate for election must be nominated

(a) by the Nominating Committee; or

(b) in writing, signed by at least two Regular Members in good standing, where

(i) the candidate consents in writing to the nomination; and

(ii) the nomination and consent are received by the Secretary at least forty-eight (48) hours before the scheduled time for the election.

(2) Nominations shall not be accepted from the floor.

Nomination Committee

~~61~~ 59 (1) The Board shall appoint a Nominating Committee consisting of ~~the Past President and a Life Member~~ and at least two ~~other~~ Regular Members.

(2) ~~The Past President~~ Life Member shall chair the committee.

(3) The committee shall solicit nominations from the eligible Members in good standing.

(4) The committee shall report its nominees to the Secretary at least twenty one (21) days prior to the Annual General Meeting, so the nominees may be included in the notice for the meeting.

(5) The committee may propose further nominees no later than twenty four (24) hours prior to the start of the Annual General Meeting.

Election Committee

~~62~~ 60 (1) The Board shall appoint an Election Committee.

(2) The committee shall be responsible for the conduct of the election, including

- (a) the appointment of Regular Members to act as scrutineers;
 - (b) when required, the distribution, collection and tallying of ballots; and
 - (c) announcing the results to the Members.
- (3) The committee shall consist of not less than three (3), nor more than five (5) Regular Members, appointed by the Board.

Election

- ~~63-61~~ (1) If only one (1) candidate stands for election as an Officer, the candidate shall be acclaimed elected.
- (2) An election for Directors at Large shall occur only if there are more candidates standing for election than are to be elected.
- (3) If there are not enough candidates to require an election under subsection (2), the candidates shall be acclaimed elected.

Voting

- ~~64 62~~(1) All contested elections shall be decided by secret ballot.
- (2) In the event of a tie vote, further ballots shall be conducted until a candidate receives a majority vote of the eligible Members present and voting at the meeting.
- (3) Proxy voting is not allowed.

Rules

- ~~65 63~~ The Board may make Rules for the conduct of elections under this Division.

Division 2 – Term of office

Term of office

- ~~6664~~ (1) The elected Board members shall serve, subject to section 67, for two years, until new members are elected at the second Annual

General Meeting of the Society after they are elected, or until their successors take office, whichever event is sooner.

(2) In any event, a Board member shall not take office until after taking the Oath of Office.

Ceasing membership

~~67~~ 65 (1) A Board Member shall cease to hold office:

- (a) by delivering a resignation from office in writing to the President, Vice-President or Secretary;
- (b) on ceasing to be a Member;
- (c) by being absent from three (3) consecutive meetings of the Board or more than six (6) meetings in their term of office, unless a satisfactory answer explanation has been accepted by a majority of the remaining Board members;
- (d) upon a finding by a court to be incapable of managing their own affairs by reason of mental infirmity or physical inability;
- (e) by removal for neglect of duties by a vote passed by not less than seventy five (75) percent of those members of the Board present and voting; or
- (f) upon accepting remuneration for service or services for the Society.

(2) The Board may, at a subsequent meeting, reinstate a member who has ceased office pursuant to paragraph (1)(d), by a majority vote, conducted by secret ballot.

Vacancies

~~68~~ 66 (1) If there is a vacancy in the office of the President, the Vice-President shall assume the functions of the President.

~~(2) If there is a vacancy in the office of Past President, the Board shall appoint any previous Past President who is a Member in good standing, to fill the vacancy for the duration of the term of office.~~

- (2) The Board may appoint a Regular Member to fill any other vacancy for the duration of the term of office.
- (3) A vacancy filled pursuant to subsection (3) prior to the Fall Member Meeting shall be subject to confirmation by a majority vote of the Regular Members present and voting at that meeting.
- (4) The Board may choose not to fill a vacancy if there is less than three (3) months remaining in the term of office.

PART 7 - FINANCIAL

Division 1 - General

Definitions

~~69-67~~ In this Part,

“revenues” mean all monies received or collected for the Society and include:

- (a) membership fees;
- (b) fees or charges for services or use of facilities;
- (c) grants;
- (d) charitable donations or other voluntary contributions;
- (e) the proceeds of fundraising events authorized by the Board, including activities authorized under the *Gaming Control Act* (SBC 2002, c. 14);
- (f) money borrowed by the Society; and
- (g) monies raised by any other means authorized by the Board.

Financial year

~~70 68~~ The financial year end shall be December 31.

Accounting records

~~71~~ 69 The Society shall keep proper accounting records in respect of all financial or other transactions in accordance with Policies and Procedures.

Financial statements

~~72~~ 70 (1) The Board shall prepare all financial statements required by law.

(2) The Board shall present the financial statements at the Annual General Meeting.

Annual Budget

~~73~~ 71 (1) The Board shall prepare a budget of estimated revenue and expenditures for each financial year.

(2) The Board must approve the budget before that financial year commences.

(3) Once approved, the Board shall,

(a) give notice of the budget in accordance with subsection 90(2) [*posting at Centre and on website*].; and

(b) make a copy of the budget available for the Member's inspection.

Banking

~~74-72~~ The Society shall maintain at least one account for the deposit of funds with

(a) a bank or federal credit union defined under the *Bank Act* (SC 1991, c. 16, s. 2);

(b) a credit union under the *Credit Union Incorporation Act* (RSBC 1996, c. 82, s. 1);

(c) a trust company defined under the *Financial Institutions Act* (RSBC 1996, c. 14, s. 1); or

(d) a body corporate subject to the *Trust and Companies Act* (SC 1991, c. 45).

(2) Any cheque of the Society requires the signature of two signing officers.

Division 2 – Revenues, Expenditures, Borrowing and Investments

Revenue funds

~~75~~ 73 (1) All monies received by the Society shall be paid into the Society's General Revenue Fund.

(2) The Board may authorize, for a specific purpose, a special fund.

(3) No money shall be paid from a special fund except for the purpose the fund was created unless approved by the Board.

Membership fees

~~76~~ 74 (1) The Board shall establish, by Rules, the membership fees for each calendar year.

(2) The membership fees shall be payable and due at such time as set out in the Rules.

(3) Membership fees are non-refundable unless remitted pursuant to section 78.

Fees or charges for services or use of facilities

~~77~~ 75 The Board may make

(a) Rules of general application; or

(b) an order related to a specific case,

prescribing the fees or charges to be paid for a service or the use of a facility provided by or on behalf of the Society by the users or classes of users of the service or facility.

Remissions

~~78~~ 76 (1) The Board may make

- (a) Rules of general application or applicable to a class of Members or persons; or
 - (b) an order related to a specific case, authorizing the remission of
 - (c) a membership fee; or
 - (d) a fee or charge for services or use of facilities, if the Board considers it, in a case or class of cases,
 - (e) in the interest of the Society to do so; or
 - (f) where inconvenience, injustice or hardship to a Member or person has occurred or likely to occur.
- (2) A remission authorized under subsection (1) may be total or partial, conditional or unconditional, and a remission of an item referred to in subsection (1) may be granted before, during or after any payment of it has been made.

Authorization for expenditure

- ~~79~~ 77 (1) No expenditure shall be made out of the revenue funds unless,
- (a) authorized pursuant to the Annual Budget; or
 - (b) by special authorization of the Board,
 - (i) where the Board determines the expenditure is necessary in exigent circumstances; and
 - (ii) the expenditure is allocated under such project as determined by the Board.
- (2) An authorization must not be spent
- (a) for any purpose other than those described, or
 - (b) in excess of the amounts set in the authorization.
- (3) An expenditure approved under paragraph (1)(b) must be reported at the next Member Meeting.
- (4) The report in subsection (3) must contain
- (a) the reason for the expenditure;
 - (b) the benefits and costs of the expenditure; and
 - (c) the revenue source for the expenditure.

(5) Any individual payment exceeding \$5000.00 must be authorized by the Board.

Investments

~~80~~ 78 (1) The Board may invest money from the revenue funds not immediately required for payments.

(2) When investing any money the Board must exercise the care, diligence and judgement of a prudent investor.

Borrowing and debt

~~81~~79 (1) The Board may in any manner, in order to carry out the purposes of the Society:

- (a) borrow money on the credit of the Society;
- (b) pledge any property of the Society as security for any debt, goods or services; and
- (c) pledge the credit of the Society in exchange for goods or services.

(2) The Members may by special resolution restrict the borrowing powers of the Board.

(3) A restriction imposed pursuant to subsection (2) expires at the next Annual General Meeting.

Forms and procedure

~~82~~ 80 The Board may establish Policies and Procedures for the forms and procedure for receiving and expending the Society's revenue funds.

Division 3 - Other

Auditor

~~83~~ 81 (1) This section applies only if

- (a) the Society is required; or
 - (b) has resolved by the Board, to have an auditor.
- (2) The first auditor shall be appointed by the Board.
 - (3) The Board shall also fill all vacancies occurring in the office of the auditor.
 - (4) At each Annual General Meeting the Society shall appoint an auditor to hold office until re-elected or a successor is re-elected at the next Annual General Meeting.
 - (5) An auditor may be removed by ordinary resolution.
 - (6) An auditor shall be informed immediately in writing of appointment or removal.
 - (7) No Board member or employee of the Society shall be the auditor.
 - (8) The auditor may attend Member Meetings.

PART 8 - GENERAL

Division 1 - Records

Records

- 84 82** (1) The records of the Society shall, subject to the *Societies Act*, be kept at such place or places as determined by the Board.
- (2) A Member may inspect the records of the Society upon at least two (2) days written notice to the Secretary setting out the specific documents to be inspected.
 - (3) The following documents shall not be open to inspection by Members:
 - (a) those designated by the Board as confidential documents;
 - (b) those related to employees or contract workers; and

- (c) those related to *in camera* sessions of the Board and committees.

Register of Members

~~85~~ 83 The Register of Members shall include:

- (a) names;
- (b) residential addresses;
- (c) contact information such as a telephone number, cell phone number or e-mail address;
- (d) class of membership; and
- (e) the date on which the person was admitted as a Member [*Societies Act, s. 20(1)(h)*].
- (f) date of birth
- (g) sex
- (h) emergency contact information

Minutes

~~86~~ 84 (1) The minutes of Member Meetings and Board Meetings shall include:

- (a) the type of meeting and its date;
- (b) the time and place of the meeting;
- (c) a summary of the general discussions which took place at the meeting;
- (d) a concise statement regarding motions passed at the meeting, including:
 - (i) the name of the Member who made a motion;
 - (ii) the name of the person who seconded the motion;
 - (iii) the exact wording of the motion; and
 - (iv) the disposition of the motion;
- (e) the time the meeting adjourned; and
- (f) the signature of the person taking the minutes at the meeting.

(2) The minutes shall be kept in a Minute Book.

(3) The Minute Book shall include:

~~(a) the Certificate of Incorporation;~~

~~(b) a certified copy of the Constitution and Bylaws and amendments;~~

~~(c) banking resolutions;~~

(a) Member's Meeting minutes; and

(b) Board Meeting minutes.

Manuals

~~87~~ 85 A copy of the Constitution, Bylaws, Rules, Policies and Procedures of the Society shall be kept in such Manuals as determined by the Board. ~~These are also posted on the website.~~

Distribution of Bylaws

~~88-86~~ Members may receive one copy of the Constitution and Bylaws [*Societies Act*, s. 27(4)(b)(i)].

Division 2 - Other

Seal

~~89~~ 87 (1) The Board may provide a common seal for the Society.

(2) The Board shall have the power from time to time to destroy the common seal and substitute a new common seal.

(3) The common seal shall be affixed only when authorized by a resolution of the Board.

(4) The common seal shall be affixed only by the person authorized by the Board in the presence of such persons as authorized by the Board.

(5) The Secretary shall be responsible for custody of the seal at the Centre.

Notice

- ~~90~~ 88 (1) Any notice required to be given to Members under the *Society Act* may be given, unless otherwise noted in the Bylaws,
- (a) in person or by phone;
 - (b) by mail to the Member's listed address;
 - (c) by e-mail to the Member's listed e-mail address; or
 - (d) by newspaper.
- (2) Any notice required to be given to Members under subsection (1) shall be posted,
- (a) in a prominent place at the Centre; and
 - (b) on the Society's website.
- (3) A notice sent pursuant to paragraph (1)(b) shall be deemed to have been given on the second day following the day it is posted.
- (4) A notice sent pursuant to paragraphs (1)(c) shall be deemed to have been given on the second day following that on which the notice was sent.

Oath of Office

~~94~~ 89 The Oath of Office is as follows:

I do solemnly swear (or affirm) that I will faithfully discharge to the best of my ability, the duties of the office of Director of the Sechelt Seniors Activity Centre in accordance with its Constitution, Bylaws, Rules, Policies and Procedures.

I further swear (or affirm) I shall respect member interests by serving as a faithful protector of the Society's assets, and I will abide by majority decisions of the Board, while retaining the right to seek changes in decision through ethical and constructive channels.

PART 9 - AMENDMENTS

Amendments

- ~~92~~ 90 (1) The Constitution and Bylaws may not be amended except by special resolution at a Member Meeting.
- (2) Written notice of any proposed amendment shall be sent to each Member in the same manner as a notice of the Annual General Meeting.

PART 10 - DISSOLUTION

Dissolution

- ~~93~~ 91 (1) The Society may be dissolved by a special resolution at a Member Meeting.
- (2) Upon dissolution the debts of the Society shall be paid.

Disbursement of assets

~~94~~ 92 In the event of the dissolution of the Society, all the assets of the Society shall be disbursed to one or more Seniors organizations within the District of Sechelt that are a registered charity under the *Income Tax Act*.

PART 11 - TRANSITIONAL PROVISIONS

Classes of Directors

- ~~95~~ 93 (1) Immediately after these Bylaws come into effect after the election of the directors at the Annual General Meeting in 2023, those directors shall be divided equally as may be into two classes.
- (2) Each class shall consist of one half as may be of the Officers and one half of the directors at large.

- (3) The Board shall determine the manner in which each class is chosen.
- (4) The term of office of the first class shall be for one year and of the second class shall be two years, so that one half as may be of the elected directors shall be chosen at every Annual General Meeting.