



SECHELT SENIORS ACTIVITY CENTRE

**CONSOLIDATED
CONSTITUTION
AND
BYLAWS
2023**

**CONSTITUTION AND BYLAWS 2023
AS AMENDED ON OCT. 23, 2024,
IN EFFECT AS OF NOV. 25, 2024**

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. It 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 came into effect on Nov. 28, 2016. The Society filed a transition application on May 23, 2018, that included changes to the Constitution and Bylaws required by the new Act.

The Constitution and Bylaws included in this booklet were approved by members at a General Meeting on Oct. 25, 2023, replacing the Constitution and Bylaws then in effect. The new governing documents came into effect on Jan. 24, 2024, when they were filed with the Registrar of Companies.

Amendments to the Constitution and Bylaws 2023 made at the Fall General Meeting on Oct. 23, 2024, came into effect on Nov. 25, 2024.

REFERENCE NOTES: In the Constitution and Bylaws the following abbreviations are used: (a) FGM - Fall General Meeting; (b) MSR - Member's Special Resolution; and (c) SGM - Special General Meeting.

CONSTITUTION AND BYLAWS OF SECHELT SENIOR ACTIVITY CENTRE SOCIETY

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SECHELT SENIORS ACTIVITY CENTRE SOCIETY

CONSOLIDATED CONSTITUTION

[SGM 2023 as amended 2024 FGM, MSP 24-1]

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 seniors, persons with disabilities and the community by:
 - (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.

[Amended MSR 24-1. s. 1]

[Ancillary and Incidental activities]

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.

[Application]

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

CONSOLIDATED BYLAWS

[SGM 2023 as amended by FGM 2024, MSR 24-2]

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

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

[Amended MSR 2024-2, s. 1]

"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;

"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

(a) to operate in a manner that fulfils 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;

(b) recognizes the equality of individuals without regard to 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; and
- (d) Reciprocal Members.

[Amended MSR 24-2, s. 2]

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 Office Manager, or
 - (ii) to the registered address of the Society;
- (c) upon death;
- (d) when any of the conditions in section 12.1(3) apply;
- (e) upon expulsion pursuant to paragraph 18(2)(d).
- (f) as otherwise authorized in the Bylaws or section 60 of the Societies Act.

[Amended MSR 24-2, s. 3]

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.

(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;

- (d) eligibility to be a Board Member.
[Amended MSR 24-2, s. 4]

Associate Member

- 11 (1) All persons who are under fifty (50) years of age are eligible to be an Associate 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;
 - (b) eligibility to be a Board Member.
- [Amended MSR 24-2, s. 5]

Life Member

- 12 (1) A Life Member is a Regular Member who
 - (a) has provided extraordinary service to the Centre in accordance with criteria determined by the Board,
 - (b) is selected by a nomination committee appointed by the Board every year and chaired by a Life Member, and
 - (c) whose selection is approved by the Board at a regular Board meeting in November of each year.
 - (2) The approved selections shall be formally announced at the annual Christmas lunch.
 - (3) A Life Member shall have the rights and privileges of membership as a Regular Member.
- [Replaced MSR 24-2, s. 6]

Reciprocal Member

- 12.1 (1) Any person who is a member of a reciprocal organization is eligible to be a Reciprocal Member.
 - (2) A reciprocal organization is a society or association that has
 - (a) purposes similar to those of the Society, and
 - (b) entered into an agreement or arrangement approved by the Board that provides the same benefits and privileges of a Reciprocal Member to members of the Society.
 - (3) Every agreement or arrangement made under subsection (2) and each membership under it is subject to
 - (a) the condition that no person is eligible to be a Reciprocal Member unless they are in good standing with the reciprocal organization,
 - (b) all other conditions and restrictions set out in the agreement or arrangement, and
 - (c) cancellation by the Board.
 - (4) A Reciprocal Member shall have the same rights and privileges of membership as a Regular Member.
- [Added MSR 24-2, s. 7]

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;
- (b) has paid the prescribed membership fee.

Membership card

- (2) Upon approval of the application the Member shall be issued a membership key tag.
- (3) If an application for membership is rejected under subsection (1) the membership fee shall be refunded immediately.

[Amended MSR 24-2, s. 8]

Division 3 – Term of Membership

[Amended MSR 24-2, s. 9]

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

- (a) the 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;
- (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;
- (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 subsection 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) four Officers, namely the:

- (i) President;
- (ii) Vice-President;
- (iii) Secretary; and
- (v) the Treasurer; and

(b) seven Directors at Large.

[Amended MSR 24-2, s. 10]

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;
- (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;
- (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;
 - (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 e-mail, 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.
- (2) Proxy voting is not allowed.
- (3) The Board may, at its discretion, allow a Board Member to attend the meeting by audible means when feasible.
- (4) Board Meetings are open to Members to attend as observers.
- (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.
[Amended MSR 24-2, s. 11]

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;
- (b) particulars upon which the Member wants to make a presentation.

(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.

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

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

[Amended MSR 24-2, s. 12]

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;
- (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;
- (c) performing any other duties assigned by the Board.

Secretary

51 The Secretary is responsible for:

- (a) [Repealed MSR 24-2, s. 13]
- (b) recording the minutes of all meetings of the Board Meetings and the Member Meetings; including a record of persons in attendance at Member Meetings;
- (c) notifying Members of meetings;
- (d) co-ordinating correspondence;
- (e) maintaining a current copy of the Constitution, Bylaws and all Rules, and Policies and Procedures of the Society;

- (f) maintaining a roster of suspended or expelled members and to advise the Board if such a person makes application for membership;
- (g) maintaining the records of the Society at the Society's registered office;
- (h) assisting the President in filing all reports required to be filed pursuant to the *Society Act*;
- (i) 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;
- (f) performing any other duties as determined by the Board.

Repealed

53 [Repealed MSR 24-2, s. 14]

Repealed

54 [Repealed MSR 24-2, s. 14]

Delegation of responsibilities

55 (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;
- (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.

[Amended MSR 24-2, s. 15]

Division 4 - Committees

Subdivision 1 – General

Committees

56 (1) The Board may create committees as it deems necessary.

(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;

- (c) to govern the practice and procedure at committee meetings.
 - (3) The Board may dissolve a committee at any time.
- [Amended MSR 24-2, s. 16]

Appointment

- 57 (1) The Board shall determine:
- (a) the number of members of a committee;
 - (b) the persons appointed to a committee;
 - (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 (1) The Board shall appoint the chair of every committee.
- (2) The chair of each committee shall report to
- (a) the Board member on the committee, or
 - (b) if there is no Board member on the committee, directly to the Board.
- [Amended MSR 24-2, s. 17]

PART 6 – ELECTIONS AND TERMS OF OFFICE

Division 1 - Elections

Election

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

Nomination

- 60 (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;
 - (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 (1) The Board shall appoint a Nomination Committee consisting of a Life Member and at least two other Regular Members.
- (2) The 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.

[Amended MSR 24-2, s. 18]

Election Committee

62 (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;

(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 (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 (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 The Board may make Rules for the conduct of elections under this Division.

Division 2 – Term of office

Term of office

66 (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 (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 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.
- [Amended MSR 24-2, s. 19]

Vacancies

- 68 (1) If there is a vacancy in the office of the President, the Vice-President shall assume the functions of the President.
- (2) [Repealed MSR 24.2, s. 20]
- (3) The Board may appoint a Regular Member to fill any other vacancy for the duration of the term of office.
- (4) 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.
- (5) 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 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 fund raising events authorized by the Board, including activities authorized under the *Gaming Control Act* (SBC 2002, c. 14);
- (f) money borrowed by the Society;
- (g) monies raised by any other means authorized by the Board.

Financial year

70 The financial year end shall be December 31.

Accounting records

71 The Society shall keep proper accounting records in respect of all financial or other

transactions in accordance with Policies and Procedures.

Financial statements

- 72 (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 (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*];
(b) make a copy of the budget available for the Member's inspection.

Banking

- 74 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 (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 (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 The Board may make
(a) Rules of general application, and
(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 (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 (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;
- (c) the revenue source for the expenditure.

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

Investments

80 (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 judgment of a prudent investor.

Borrowing and debt

81 (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;
- (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 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 (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 (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;
 - (c) those related to *in camera* sessions of the Board and committees.

Repealed

85 [Repealed MSR 24-2, s. 21]

Minutes

- 86 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;
 - (iv) the disposition of the motion;
 - (e) the time the meeting adjourned;
 - (f) the signatures of the person taking the minutes at the meeting and the meetings chair.
- [Amended MSR 24-2, s. 22]

Manuals and Website publication

- 87 (1) A copy of the Constitution, Bylaws, Rules, Policies and Procedures shall be kept in such Manuals as determined by the Board.
- (2) A copy of the latest consolidation of the Constitution, Bylaws and Rules shall be published on the Society's website.
- (3) A copy of Policies and Procedures shall be published on the Society's website as determined by the Board.
- [Amended MSR 24-2, s. 23]

Distribution of Constitution and Bylaws

- 88 Members may receive one copy of the Constitution and Bylaws [*Societies Act*, s. 27(4)(b)(i)].
- [Amended MSR 24-2, s. 24]

Division 2 - Other

Seal

- 89 (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 (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;
 - (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

91 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 (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 (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 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 (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.

2024 Bylaw Amendments

96 If the amendment to section 36 creating a seventh Director at Large is approved, Immediately after this section and the amended section 36 come into effect, the Board shall determine which class of directors, as established pursuant to section 95, the seventh Director at Large shall belong to.