

**Constitution and Bylaws**  
**Senior Citizens' Association of BC**  
**Branch #49 Powell River, BC**

Updated March 2017

Ratified October 13, 2015

## CONSTITUTION

The name of the Society is the Senior Citizens Association of British Columbia, Branch #49, Powell River, British Columbia.

The purpose of the Society is:

1. To engage and provide the senior citizens in the Powell River region with social, mental and physical stimulation.
2. To advocate, on behalf of all seniors in the Powell River region, for the protection of their interests and rights.
3. To provide assistance to all seniors in the Powell River region with guidance to available resources.
4. To co-operate with senior organizations in British Columbia through Senior Citizens Association of British Columbia and Council of Senior Citizen' Organization of BC. (COSCO).
5. To operate as a charitable institution solely for the promotion of its goals, and maintenance of a facility for the benefit of the senior population of the Powell River Region.

## BYLAWS

### PART 1 – DEFINITIONS AND INTERPRETATION

#### Definitions

**1.1** In these bylaws:

- “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- “**Board**” mean the Directors of the Society;
- “**Bylaws**” means these bylaws as altered and duly amended;
- “**Branch**” refers to Senior Citizens' Association of BC Branch #49, Powell River;
- “**Director**” refers to an individual appointed, elected or designated to the Board of Directors of the Society, regardless of the title by which the individual is called;
- “**Discretionary spending**” is a recurring or non-recurring expense for goods and services which are either non-essential or more expensive than necessary;
- “**Electoral chair**” means the person responsible for overseeing elections;
- “**Executive committee**” means a committee within the Association who has authority to make decisions between meetings of the Board, subject to the control of the Board.
- “**Just cause**” means gross misbehavior such as verbal or bodily assault, misuse or misappropriation of funds, misuse or willful damage to facilities and equipment of the Society;
- “**Majority vote**” means a single vote more than half of the votes cast by those present and voting;
- “**Special resolution**” means 2/3 of votes cast from the voting members present at a meeting.

#### Definitions in the Act apply

**1.2** The definitions in the Act apply to these Bylaws.

#### Conflict with Act or regulations

**1.3** If there is a conflict between these Bylaws and the Act or regulations under the Act, the Act or regulations prevail.

#### Interchangeable words

**1.4** In these Bylaws the words female and male persons are interchangeable.

## **PART 2 - MEMBERSHIP**

### **Application for Membership**

- 2.1 A person who is 19 years old and over becomes a member of the Society on completion of an application and payment of dues.

### **Cancellation of membership**

- 2.2 Membership may be cancelled by a Majority vote of the Directors stating the reason, in writing.

### **Membership card**

- 2.3 Upon application and payment of membership dues a person will be issued a membership card signed by the Secretary. This shall be the member's credential to visit any regular meeting of any branch of the Senior Citizens Association of BC. The card is valid for one calendar year from January 1 to December 31 of each year.

### **Classes of members**

- 2.4 The classes of members are:
- a) Voting members
  - b) Non-voting members
  - c) Life members

### **Voting members**

- 2.5 All persons of age 50 and over qualify to be a regular member and have the right to attend and speak at general meetings, to vote at general meetings, to attend Board meetings (if approved by the Board) and to be eligible to be a Board member.

### **Non-voting member**

- 2.6 All persons who are under the age of 50 years of age and at least nineteen (19) years of age qualify to be a non-voting member and have the right to attend and speak at general meetings.

### **Life member**

- 2.7 A voting member who has provided extraordinary service to the association in accordance with criteria determined by the Board. In such cases, a life membership shall be awarded.

### **Duties of members**

- 2.8 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.9 The amount of membership dues shall be determined by the Board.

**Member not in good standing**

**2.10** A member is not in good standing if the member fails to pay the member's annual membership dues or any other debt owing by the member to the Society and the member is not in good standing for so long the debt remains unpaid.

**Member not in good standing may not vote**

**2.11** A voting member who is not in good standing may not vote at any meetings.

**PART 3 - MEETINGS OF MEMBERS**

**Division I- GENERAL MEETING**

**Procedure**

**3.1** All proceedings at meetings will, subject to the Bylaws, be governed by the latest published edition of Robert's Rules of Order.

**Time and Place**

**3.2** A general meeting of the branch shall normally be held the second Tuesday of each month except for July and August.

**Notice of general meeting**

**3.3** (1) Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting.

(2) Notice of a general meeting of a Society that has more than 250 members is, deemed to have been sent under subsection (1) if

a) notice of the meeting has been sent, to every member of the Society who has provided an email address to the Society, and

b) notice of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

(3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

**Change of meeting**

**3.4** The Board may, in its discretion, change the date, time or place of a general meeting.

**Ordinary and order of business**

**3.5** At a general meeting, the following business is ordinary business:

- a) elect an individual to Chair the meeting, if necessary;
- b) determine that there is a quorum
- c) approve the agenda
- d) approve the minutes from the last general meeting;
- e) Treasurer's report;
- f) reports from Directors;
- g) reports of committees;
- h) unfinished business;
- i) new business;
- j) terminate the meeting

**Requisition of a special general meeting**

**3.6** A special general meeting may be called by the President or 10% of the voting members.

**Notice of special business**

**3.7** (1) A notice of a special general meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

(2) The notice must be given to the Secretary in writing, 17 days in advance of the time, date and place and must be signed by the requisitioning members if applicable.

**Chair of general meeting**

**3.8** The following individual is entitled to preside as the Chair of a general meeting:

- a) the President,
- b) the Vice President, if the President is unable to preside as the Chair or
- c) one of the other Directors present at the meeting, if the President and Vice President are unwilling or unable to preside as Chair.

**Alternate Chair of general meeting**

**3.9** If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

**Quorum required**

**3.10** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

**Quorum for general meetings**

**3.11** The quorum for the transaction of business at a general meeting is 10% of the voting members.

**Lack of quorum at commencement of meeting**

- 3.12** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members present constitute a quorum for that meeting.

**If quorum ceases to be present**

- 3.13** If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. Unfinished business will be carried over to the next meeting.

**Adjournments by Chair**

- 3.14** The Chair of a general meeting may, or if so directed by the voting members at the meeting, must, adjourn from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

**Notice of continuation of adjourned general meeting**

- 3.15** It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Resolutions should be seconded**

- 3.16** A resolution proposed at a Board or general meeting should be seconded.

**Methods of voting**

- 3.18** At a general meeting, voting may be by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such vote, any voting member may request a secret ballot, approved by a Majority vote of the members present and voting. The Chair may also direct a secret ballot.

**Announcement of result**

- 3.19** The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Proxy voting**

3.20 Voting by proxy is not permitted.

**Matters decided at a general meeting by a Majority vote**

3.21 A matter to be decided at a general meeting must be decided by a Majority vote unless the matter is required by the Act or these Bylaws to be decided by special resolution.

**Division II-ANNUAL GENERAL MEETING**

**Time and place**

3.22 The Annual General Meeting will be held once every calendar year, the month to be determined by the Board.

**Notice of Annual General Meeting**

3.23 A notice of the Annual General Meeting will be given to the members by the same method as a general meeting and in addition, by public advertising 14 days prior to the meeting.

**Order of business at annual general meeting**

3.24 The order of business at the annual general meeting will follow the same order as those of a general meeting with the inclusion of:

- a) report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements.
- b) report on Director's activities and decisions since the previous annual general meeting,
- c) elect or appoint Directors.

**Methods of voting and announcement of result**

3.25 At an Annual General Meeting, voting by Majority may be by secret ballot and/or any other method that adequately discloses the intention of the voting members. The Chair or electoral officer will announce the outcome of each vote.

**Election disputes**

3.26 The membership, by special resolution, has the authority to resolve any election disputes.



## **PART 4 - DIRECTORS**

### **Number of Directors**

- 4.1** The Board shall consist of 9 Directors: a) President b) Vice President c) Secretary d) Treasurer and 5 Directors at large.

### **Election or appointment of Directors**

- 4.2** Election of Directors at an annual general meeting will take place as follows:
- a) The positions for President, Vice President, Secretary and Treasurer shall be voted for individually and the candidate with the most votes is elected to office. If there is one candidate for the position of President, Vice President, Secretary or Treasurer then that candidate is elected by acclamation.
  - b) Directors at large positions shall be voted for in one block. Positions will be awarded to the 5 candidates with the most votes.

### **Term of Office**

- 4.3** There will be no time limit as to how many terms a member may serve on the Board. A Director's term of office is from January 1 to December 31.

### **Past President**

- 4.4** The immediate past President shall sit on the Board as an advisor and assist the President. He shall attend Board meetings as required but is not a Director and has no voting privileges at Board meetings.

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

- 4.5** The Directors may at any time, by a Majority vote, appoint a member or another board member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, removal or incapacity of a Director during the Director's term of office.

### **Term of appointment of Director filling casual vacancy**

- 4.6** A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Remuneration of Directors**

- 4.7** These Bylaws do not permit the Society to pay Directors remuneration, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

**Signing authority**

- 4.8 A contract or other record to be signed by the Society must be signed on behalf of the Society by 2 of the following Directors: President, Vice President, Secretary or Treasurer

**Removal of a Director**

- 4.9 Directors may, by a Majority vote, remove a Director from office before the expiration of his term of office for “just cause”. The membership shall have the final say. Appeal may be made to the Provincial Board.

**PART 5 - DIRECTORS’ MEETINGS**

**Calling of Director’s meeting**

- 5.1 A Directors’ meeting may be called by the President or by any other 2 Directors.

**Notice of Director’s meeting**

- 5.2 At least 2 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

**Time and place**

- 5.3 A Board meeting of the branch will normally be held 14 days prior to a general meeting or at a day and time set by the Directors.

**Proceedings valid despite omission to give notice**

- 5.4 The accidental omission to give notice of a Director’s meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at that meeting.

**Conduct of meetings**

- 5.5 The Directors may regulate their meetings as they see fit.

**Board authority**

- 5.6 The Board will exercise authority over the affairs of the Society between general meetings.

**Quorum of Directors**

- 5.7 The quorum for the transaction of business at a Directors’ meeting is a minimum of 5 Directors present.

**How matters decided**

- 5.8 Matters arising at a Board meeting must be decided by a Majority vote, and in the case of tie vote, the Chair does not have a casting or second vote.

**Electronic Board meetings**

- 5.9 Electronic meetings are permitted only if all Directors have the technology suitable for audio-visual conferencing.

**PART 6 - POSITIONS FOR DIRECTORS**

**Election or appointment to positions**

- 6.1 Directors must be elected or appointed to the following positions, and a Director, other than the President, may hold more than one position;
- a) President;
  - b) Vice President;
  - c) Secretary;
  - d) Treasurer.

**Directors at large**

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these bylaws are elected or appointed as Directors at large.

**Role of the President**

- 6.3 The President is the Chair of the Board of Directors and is responsible for supervising the other Directors in the execution of their duties and shall
- a) preside at all meetings of the Society;
  - b) serve as ex-officio member of all committees of the Society;
  - c) appoint the Chairs of committees of the Society;
  - d) represent the Society before other bodies.

**Role of Vice President**

- 6.4 The Vice President is responsible for carrying out the duties of the President if the President is absent or unable to act and may perform any other duties assigned by the President or Board.

**Role of the Secretary**

- 6.5 The Secretary is responsible for doing or making the necessary arrangements for, the following:
- a) issuing notices of all meetings;
  - b) taking minutes at all meetings;
  - c) keeping the records of the Society in accordance with the Act;
  - d) conducting the correspondence and communication of the Board including newsletters, brochures and advertising;

- e) filing the annual report of the Society and making any other filings with the registrar under the Act; included the Canadian Revenue Agency and Senior Citizens' Association of BC
- f) creating and maintaining the membership list;
- g) signing all membership cards
- h) handling incoming mail and other material
- i) setting up and maintaining filing systems
- j) operating office equipment
- k) purchasing office supplies

**Absence of Secretary from meeting**

- 6.6 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

**Role of Treasurer**

- 6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and banking monies collected from the members or other sources;
  - b) keeping accounting records in respect of the Society's financial transactions;
  - c) preparing the Society's financial statements;
  - d) making the Society's filings respecting taxes;
  - e) budget preparation
  - f) gaming applications;
  - g) grant applications;
  - h) fund raising.

**PART 7 - COMMITTEES**

**Committees of the Board**

- 7.1 All committees, both standing and ad hoc, are committees of the Board. An ad hoc committee ceases to exist as soon as its task is complete.

**Formation of committee**

- 7.2 All committees shall be formed from voting members in good standing. The committee Chair selects his committee and each committee should have 3 members.

**Committee procedures and reporting**

- 7.3 Procedures at committee meetings shall be determined by the Chair of each committee. The Chair shall report to the Board of Directors.

**Executive committee**

- 7.4 The President, Vice President, Secretary and Treasurer shall comprise the executive committee. The executive committee shall transact all routine business of the Society in the interim between the meetings of the Board. Three members shall constitute a quorum. The executive committee shall meet at the call of the Chair or any two members requesting such meeting.

**Finance committee**

- 7.5** The President, Treasurer and two Directors shall comprise the finance committee with the Treasurer as Chair. Three members shall constitute the quorum. The finance committee is responsible to advise the Directors in regard to all the financial aspects of the Society's operation.

**PART 8 - RECORDS**

**Inspection of records**

- 8.1** Members in good standing may inspect all corporate records of the Society and general meeting minutes with 7 days' notice given to the Secretary.

**Inspection of Board minutes and accounting records**

- 8.2** Only members in good standing may inspect Board minutes and accounting records with 7 days' notice given to the Secretary.

**PART 9 - INVESTMENT AND BORROWING**

**Investment of Society's funds**

- 9.1** A Society may invest its funds by Majority vote of the Board.

**Borrowing**

- 9.2** Borrowing must be approved by a Majority vote of the Board and by special resolution of 2/3 of the voting members present and voting at a general meeting.

**PART 10 - GENERAL**

- 10.1** Branch #49 is a branch of the Senior Citizens' Association of British Columbia and must adhere to the provincial Constitution and Bylaws.
- 10.2** The Provincial Association is not responsible for any debts of Branch #49.
- 10.3** In the event of the dissolution of Branch #49 and all outstanding debts have been paid, all the remaining assets of the Society shall be dispersed to a charitable organization with similar objectives in the Powell River region.
- 10.4** If Branch #49 becomes defunct or wishes to withdraw from the Provincial Association, its Charter and all documents relating to the Association shall be returned to the Provincial Board.

- 10.5** There shall be no subsidiary organization within a branch.
- 10.6** Persons may become members of more than one branch.
- 10.7** No person shall hold office in more than one branch, except as a temporary measure.
- 10.8** New Directors shall receive from the retiring Directors all documents pertaining to their respective positions and the President shall also receive the charter no later than 2 weeks following the Annual General Meeting.
- 10.9** Branches with 50 or less members in good standing shall be entitled to one delegate at the Provincial Annual General Meeting. Branches with more than 50 members in good standing will be entitled to one delegate for each 50 members or part thereof and will be notified by the administrative assistant on the call to convention form as to the number of delegates to which they are entitled.
- 10.10** Branches must pay their per capita dues in accordance with the provincial Association Bylaws.
- 10.11** The Society shall be non-partisan, non-racial and non-denominational.
- 10.12** Branch Bylaws can be changed by special resolution of 2/3 of the voting members present and voting at a meeting. A notice of motion, setting out the proposed changes, shall be distributed to the voting members 14 days prior to the general meeting.