



CAROL PREST

THE WILSON CENTRE SENIORS' ADVISORY ASSOCIATION

BYLAWS

Part 1

INTERPRETATION

- 1.1 In these bylaws, unless the content otherwise requires:
- a) "Director" means the directors of the Society, as per Parts 6 and 7 of these Bylaws;
 - b) "Board of Directors" means the board of directors of the Society, being those directors elected and serving as per Parts 6, 7 and 8 of these Bylaws;
 - c) The "Executive Committee" of the Board of Directors shall be the Executive Officers elected at the annual general meeting as per Parts 6 and 8 of these Bylaws: namely the President, the Vice-President, the Secretary, the Treasurer and the Immediate Past-President, if applicable;
 - d) "Bylaws" means these revised bylaws of the Society;
 - e) "Society" means The Wilson Centre Seniors' Advisory Association;
 - f) "Member" or "Members" mean the members of the Society per Part 3 of these Bylaws;
 - g) "Act" means the Societies Act of the Province of British Columbia in force and as amended from time to time;
 - h) "Registered Address" means the address of a Member as recorded in the City's recreational records;
 - i) "Seniors" means a senior citizen within the community; namely an individual 50 years of age or older who is eligible to participate in the seniors' programs, activities and events at the Wilson Centre or meeting the criteria for a senior as defined by the City for its programs from time to time;
 - j) "City" means the City of Port Coquitlam.
- 1.2 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2

CITY OF PORT COQUITLAM/WILSON CENTRE

- 2.1 The physical premises of the Wilson Centre are and shall remain in the property of the City.
- 2.2 Control and usage of the Wilson Centre shall remain under the administration of the Parks and Recreation Department of the City and the Society shall act only in an advisory capacity to the City.

- 2.3 All expenses relating to the salaries of civic staff, utilities, services, maintenance, supplies, programs and activities shall be covered by the civic budget for the Parks and Recreation Department of the City.
- 2.4 The Society recognizes its responsibility to raise sufficient funds to cover a portion of the budgeted operating expenses on the Wilson Centre as designated by City council (the "Designated Expenses").
- 2.5 The City shall have the power to approve all programs and activities at the Wilson Centre and to collect all fees for participation in those programs and activities.
- 2.6 The Society and its Directors shall consider and make recommendations and give advice to the centre's coordinator, appointed by the City, on all programs and policies, provided that the City shall not be obliged to seek the Society's input or be bound by any recommendation.
- 2.7 Staff of the City's Parks and Recreation Department may attend all meetings of the Society and its Board of Directors. The staff shall not have voting rights but shall have the right to veto any decisions that are not in accordance with the expressed policies of the City's Parks and Recreation Department.

Part 3

MEMBERSHIP

- 3.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these Bylaws and , in either case, have not ceased to be Members.
- 3.2 A person will become a Member of the Society by payment of annual dues to the City for membership in the seniors' programs at the Wilson Centre.
- 3.3 Every Member shall uphold the Constitution and comply with these Bylaws.
- 3.4 The amount of the annual membership, if any, in the Society, shall be periodically determined by the Board of Directors of the Society.
- 3.5 A person shall cease to be a Member of the Society:
 - a) Through the non-payment of their annual dues to the City for continued membership in the Wilson Centre seniors' programs;
 - b) Through joint disciplinary action by the City and the Board of Directors of the Society for inappropriate conduct while a Member.
- 3.6 A Member recommended for membership termination for disciplinary reasons by a joint decision between the City and the Board of Directors, shall have the right to appeal their membership termination. Such appeal shall take place before a special committee stuck for purposes of hearing the appeal and the special committee shall consist of, at minimum, two members of the Executive Committee of the Board of Directors of the Society (or other Board of Director members designated by the Executive Committee) and two representative appointed by

the City. Members of the Board of Directors appointed to the special committee hearing the appeal shall not be Directors who may have participated in the initial joint disciplinary review process, to avoid any potential perceived conflict of interest.

- 3.7 The interests on a Member in the Society is nontransferable.
- 3.8 All Members are in good standing except a Member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.
- 3.9 Honorary memberships may be granted to a Member if that Member is nominated by the Board of Directors and is subsequently approved by a majority vote of the Members at a general meeting.

Part 4

MEETINGS OF MEMBERS

- 4.1 General meetings of the Society shall be held at the time and place, in accordance with the Act, that the Directors decide.
- 4.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 4.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 4.4 Notice of meeting:
 - a) Notice of a general meeting shall specify the place, day and hour of meeting, and in the case of special business, the general nature of the business.
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.5 The first annual general meeting of the Society shall be held no more than 15 months after the date of incorporation of the Society, and after that an annual general meeting shall be held once each calendar year. The Society need only hold an annual general meeting each year and any extraordinary general meetings that are called in accordance with these Bylaws. Notice of any meetings of the Members shall be through posters put up at the Wilson Centre, publication of notice in the City's informational guide to the Wilson Centre programs and activities, and any other means available through the City.

Part 5

PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order; and
- b) All business transacted at an annual general meeting, except;
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The report of the Directors;
 - iv. The report of the auditor, if any;
 - v. The election of Directors;
 - vi. The appointment of the auditor, if required; and
 - vii. The other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

5.2 Quorums

- a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
- b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.
- c) At any annual or extraordinary general meeting a quorum is 15 Members of the Society.

5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

5.4 Subject to Section 5.5, the President of the Society, the Vice-President or in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.

5.5 If at a general meeting:

- a) There is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or
- b) The President, Vice-President and all other Directors present are unwilling to act as Chairperson,

The members present shall choose one of their number to be Chairperson.

5.6 Adjournment

- a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) Except as provided in this section, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.7 Resolutions

- a) All resolutions proposed at a meeting must be seconded prior to discussion and vote and the Chairperson of a meeting may move or propose a resolution.
- b) The Chairperson of a meeting shall not be entitled to vote unless there is an equality of votes in which case the Chairperson may:
 - i. Cast a deciding vote; or
 - ii. Refuse to cast a deciding vote in which case the proposed resolution shall not pass.

5.8 Voting

- a) A Member in good standing present at a meeting of Members is entitled to one vote.
- b) Voting is by show of hands.
- c) Voting by proxy is not permitted.

5.9 The Chairperson of a meeting may adjourn the meeting if they consider it appropriate.

Part 6

DIRECTORS AND OFFICERS

6.1 All Directors of the Society shall be Members in good standing of the Society.

6.2 The Directors of the Society may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not precluded by these Bylaws or by statute, or which are otherwise lawfully directed or required to be exercised or done by the Society, but subject, nevertheless to:

- a) All laws affecting the Society;
- b) These Bylaws; and
- c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.

6.3 No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.

6.4 The Directors of the Society shall be the Executive Officers elected at the annual general meeting and the program directors elected at the annual general meeting. Together, the Executive Committee and the program directors form the Board of Directors of the Society

6.5 Executive Officers

- a) The Executive Officers of the Society shall consist of the President, Vice-President, Secretary, Treasurer and Immediate Past President. However, the offices of Secretary and Treasurer may be combined and held by one person who shall be known as Secretary-Treasurer.
- b) The number of Directors shall be 5 or a greater number determined from time to time by ordinary resolution.
- c) If a Director resigns their office or otherwise ceases to hold office, the remaining Directors shall appoint a Member, or an authorized representative of a Member, to take the place of the former Director.

6.6 Election

- a) The Executive Officers shall retire from office after two years of holding office when their successors shall be elected except for the Immediate Past President who shall be appointed as required.
- b) Separate elections shall be held for each office to be filled.
- c) An election may be by acclamation, otherwise it shall be by ballot or show of hands
- d) All Directors shall be elected for a two year term at the annual general meeting and all Directors may serve a maximum of two consecutive two year terms. However, if no other candidates are put forward at the annual general meeting, then a Director who has already completed four years of consecutive service on the Board of Directors may stand for re-election at the annual general meeting and be elected to serve a further term by acclamation. At the next regular Board of Directors meeting following the annual general meeting, the exceeding of the two term limit shall be approved by a normal resolution of the Board of Directors. A Director who has reached their two term limit is again eligible for election at the annual general meeting after standing down for one year.
- e) In the first year of this change, the President and Secretary will be elected for a two year term; the Vice-President and Treasurer will be elected for one year. In the second year thereafter, the Vice-President and Treasurer will also be elected for two year terms.
- f) If during a year an office becomes vacant, the Directors may appoint a Member to fill the office for the balance of the term of such office and any officer so appointed is eligible for election at the next annual general meeting.

6.7 Appointments

- a) The Directors may at any time and from time to time appoint a Member, or an authorized representative of a Member, as a Director to fill a vacancy in the Board of Directors.

- b) A Director so appointed shall hold office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 6.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.9 The Members may by special resolution remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.
- 6.10 No Directors shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

Part 7

DUTIES OF DIRECTORS

7.1 Meetings

- a) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors in office.
- c) The President shall be the Chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as the Chairperson; but if neither is present the Directors present may choose one of their number to be the Chairperson at that meeting.
- d) A Director may at any time, and the Secretary, in the request of a Director, shall convene a meeting of all Directors by giving notice of the meeting to the Directors.

7.2 Delegation

- a) The Directors of the Society may delegate any, but not all, of their powers to special committees consisting of Directors and Members as they think fit. At least two (2) members of a special committee shall be Directors of the Society.
- b) A special committee so formed in the exercise of the powers so delegated, shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of their powers to the earliest meeting of the Directors to be held next after it has been done.

7.3 A special committee shall elect a Chairperson of its meetings, but if no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairperson of the meeting.

7.4 The members of a special committee may meet and adjourn as they think proper.

- 7.5 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual general or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of Directors is present.
- 7.6 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, fax, cable or e-mail, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) No notice of meeting of Directors shall be sent to that Director; and
 - b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.
- 7.7 Voting
- a) Questions arising at a meeting of the Directors and special committees shall be decided by a majority of show of hand votes.
 - b) The Chairperson of a Directors' meeting shall not be entitled to vote unless there is an equality of votes, in which case the Chairperson may;
 - i. Cast a deciding vote; or
 - ii. Refuse to cast a deciding vote in which case the proposed resolution shall not pass.
- 7.8 All resolutions proposed at a meeting of Directors need to be seconded prior to discussion and vote and the Chairperson of a meeting may move or propose a resolution.
- 7.9 A resolution in writing, signed by all the Directors and placed within the minutes of the Board of Directors meeting is as valid and effective as if regularly passed at a meeting of Directors.
- 7.10 The Directors shall convene consultative meetings with other organizations and agencies involved in Seniors activities in our area.

Part 8

DUTIES OF EXECUTIVE OFFICERS

- 8.1 The President:
- a) Shall preside at all meetings of the Society and of the Board of Directors; and
 - b) Be the Chief Executive Officer of the Society and shall supervise the other Directors in the execution of their duties.
- 8.2 The Vice-President shall carry out the duties of the President during their absence.

8.3 The Secretary shall:

- a) Conduct the correspondence of the Society.
- b) Issue notice of meetings of the Society and the Directors.
- c) Keep minutes of all meetings of the Society and the Directors.
- d) Have custody of all records and documents of the Society except for those required to be kept by the Treasurer.
- e) Have custody of the common seal of the Society; and
- f) Maintain the register of Members.

8.4 The Treasurer shall:

- a) Keep the financial records, including books of account, necessary to comply with the Act; and
- b) Render financial statements to the Directors, Members and others when required.

8.5 IN the absence of the Secretary from a meeting, the Directors shall appoint another person to act as the Secretary at that meeting.

Part 9

PROGRAM DIRECTORS

9.1 Program Directors shall be elected at the annual general meeting.

9.2 The elected Board of Directors may appoint such Program Directors as are deemed necessary for the conduct and development of the Society and shall define the powers and duties of the Program Directors, who shall report all their activities to the Board of Directors.

9.3 A meeting of Program Directors shall elect a Chairperson of its meetings, but if no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairperson of that meeting.

9.4 The Program Directors may meet and adjourn as they think proper.

9.5 The Board of Directors may dissolve a committee of Program Directors or a special committee of the Board of Directors.

Part 10

SOCIETY SEAL

10.1 The Directors may provide a common seal of the Society and may destroy a seal and substitute a new seal in its place.

- 10.2 The common seal shall be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 11

BORROWING

- 11.1 The Members may, by unanimous resolution, sanction borrowing by the Society, to carry out its purposes and absent such unanimous resolution the Society and its Directors do not have the power to borrow funds.

Part 12

AUDITOR

- 12.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Directors who shall also fill a vacancy occurring in the office of auditor.
- 12.3 At each annual general meeting, the Members of the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected. Alternatively, the Members of the Society may choose by resolution passed at the annual general meeting to appoint an external accountant to the appropriate level of engagement determined necessary by the Members.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor shall be promptly informed in writing of appointment or removal.
- 12.6 The auditor may attend general meetings.

Part 13

NOTICES TO MEMBERS

- 13.1 Any notice or meeting support material required to be given to a Member of the Society for any purpose, including notice of annual general meetings and special general meetings, shall be sufficiently given if delivered personally, mailed to the Registered Address of the Member, posted on designated bulletin boards at the Wilson Centre, advertised on the streaming TV in the Wilson Centre, advertised in the Wilson Centre newsletter and bulletins or otherwise delivered to the Member by e-mail or other electronic communication means or made available for pick-up by the Member at the Wilson Centre.
- 13.2 Any notice required to be given to Members of the Society will be sufficiently given if served personally, advertised or delivered by electronic means. In such cases, notice will be deemed to have been given on the next business day. If notice is mailed prepaid in any post office in the Province of British Columbia, notice will be deemed to have been given on the third business day

following date of mailing as aforesaid; however, any notice to be given during a strike, lockout or other labour disturbance at the post office or during an interruption in postal service, shall not be mailed but served personally, advertised or delivered by electronic means.

- 13.3 Notice of an extraordinary general meeting shall be given to:
- a) Every Member shown on the register of Members on the day notice is given.
 - b) The auditor, if part 12 applies; and
 - c) A representative of the City.
- 13.4 No other person is entitled to receive notice of a general meeting or an extraordinary general meeting.

Part 14

BYLAWS

- 14.1 On gaining membership to the Society, each Member shall, on request, be entitled to receive a copy free of charge of the Constitution and Bylaws of the Society.
- 14.2 These Bylaws shall not be altered or added to except by special resolution of the Members of the Society passed at an annual general meeting. Passage of a special resolution requires a majority of not less than 66.67% of the votes cast by those Members entitled to vote in person at an annual general meeting or special general meeting, or a resolution consented to in writing by every Member who would have been entitled to vote in person at a general meeting of the Society.

Part 15

NON-PROFIT PURPOSE

- 15.1 The Society shall not carry on a business, trade, industry or profession for profit or gain except as an incident of its purpose.
- 15.2 The Society shall have the power to accept donations, gifts, legacies and bequests.

Part 16

CONSTITUTION CLAUSES MOVED TO BYLAWS PURSUANT TO TRANSITION TO THE SOCIETIES ACT

- 16.1 The Society shall be carried on without purpose of gain for its Members, and any profits or other accreditations within the Society shall be used in promoting its objects. This provision was previously unalterable.
- 16.2 In the event of a winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the same objects as this Society, as may be determined by the Members of the Society at the time of winding-up or dissolution, or if effect

cannot be given to the aforesaid provision, then such funds shall be given or transferred to some other organization provided that such organization referred to in this paragraph shall be a charitable organization, charitable corporation or charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.