

NOTICE OF MOTION FOR THE WILSON CENTRE SENIORS' ADVISORY ASSOCIATION (the "Society") RESOLUTION OF DIRECTORS FOR THE 2021 AGM

A resolution of the board of directors regarding amending the bylaws of the society. WHEREAS it is in the best interests of the Society that it amends its Bylaws:

BE IT RESOLVED THAT:

- 1) The Directors shall recommend a Special Resolution to the Members that the Society file the following amendments to its Bylaws (the "Amendments"):

That Interpretation 1.1 (i) of the existing bylaws as follows,

"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.

Be removed and be replaced with a new Interpretation.1 (i) as follows,

"Seniors" means a senior citizen within the community; namely an individual 60 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;"

That the following be added to Section 7 of the existing by-laws as Section 7.11

7.11 The Directors shall:

- a) formulate and oversee implementation of policies and activities consistent with the purpose of the Association; and
- b) Carry out any other duties as defined in the Policy and Procedures Handbook.

That Part 8 of the existing bylaws as follows:

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
- c) 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
 - a) 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
 - a) Act; and
 - b) Render financial statements to the Directors, Members and others when required.

Be removed and replaced with the following:

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.
- c) Shall carry out any other duties as defined in the Policy and Procedures Handbook.

8.2 The Vice-President shall:

- a) Carry out the duties of the President during their absence; and
- b) Shall carry out any other duties as defined in the Policy and Procedures Handbook.

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) Maintain the register of Members; and
- f) Carry out any other duties as defined in the Policy and Procedures Handbook.

8.4 The Treasurer shall:

- a) Keep the financial records, including books of account, necessary to comply with the Act.
- b) Act as a Signing Officer for the Association's bank account cheques.
- a) Render financial statements to the Directors, Members and others when required; and
- b) Carry out any other duties as defined in the Policy and Procedures Handbook.

That Part 9 of the existing bylaws as follows:

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. **Be removed.**

That the following be added to Section 13 of the existing by-laws as Section 13.5

13.5 Restriction of Records Only official records under s.20(1) of the Societies Act are available for inspection by, and disclosure to, members. All other records are only accessible at the sole discretion of the directors

- 2) To effect the changes to the existing Bylaws of the Society as filed with the Registrar of Companies, that the form of Bylaws presented to the directors at the board of directors meeting on September 8, 2021, be presented to the Members for a vote by Special Resolution at the November 3, 2021 AG for approval as the amended Bylaws of the Society, to the exclusion of the existing Bylaws of the Society.
- 3) Any one of the officers and directors of the Society, is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution.