


CAROL PREST

GABRIOLA SENIOR CITIZENS ASSOCIATION BYLAWS

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the current directors of the Association;
 - “**Societies Act**” means the *Societies Act* of British Columbia from time to time in force and all amendments to it;
 - “**special resolution**” means a resolution passed in a general meeting by a majority of not less than 75% of the voting members of the Association present at the meeting; and
 - “**registered address**” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Societies Act* apply to these bylaws.

Part 2 – Membership

2. The Association has five (5) classes of members. They are:
 - Regular members;
 - Life members;
 - Associate members;
 - Meritorious members; and
 - Honourary members
3. Regular members of the Association are between fifty (50) and eighty-nine (89) years of age and:
 - take part in the activities sanctioned by the Board of Directors;
 - may vote;
 - are eligible to hold office; and
 - pay annual dues, usage fees and any other financial assessment that may be made.
4. Life members are individuals who are ninety (90) years of age or older and:
 - take part in the activities sanctioned by the Board of Directors;
 - may vote;
 - are eligible to hold office; and
 - are not required to pay annual dues, usage fees or any other financial assessment that may be made.

5. Associate members are individuals who have not attained fifty (50) years of age and:
- take part in the activities sanctioned by the Board of Directors;
 - may not vote;
 - may not hold office; and
 - are required to pay annual dues, usage fees and any other financial assessment that may be made.
6. Meritorious members are GSCA members recognized by the Board of Directors as having provided exceptional service to the Association above and beyond the call of duty. Such persons:
- may take part in the activities sanctioned by the Board of Directors;
 - may vote if fifty (50) years of age or older;
 - may hold office if fifty (50) years of age or older; and
 - are not required to pay annual dues, usage fees or any other financial assessment that may be made.
7. From time to time, and on an annual basis, the Board of Directors may appoint members of the public who voluntarily provide a necessary service to the Association as Honourary members for a term of one (1) year. Such persons:
- may take part in activities sanctioned by the Board of Directors;
 - are not required to pay annual dues or usage fees or any other financial assessment that may be made; and
 - may not vote or hold office.
8. Every member must uphold the constitution and comply with these bylaws.
9. A person ceases to be a member of the Association:
- (a) by delivering his or her resignation in writing to the secretary of the Association or by mail (electronic or regular), or by hand delivery to the address of the Association; or
 - (b) on his or her death, or
 - (c) on being expelled; or
 - (d) on not having been a member in good standing for twelve (12) consecutive months.
10. (1) A member may be expelled by a special resolution of the members passed at a meeting of the members.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

11. A Regular or Associate member shall cease to be in good standing if he or she has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by the member to the Association by March 31st of the current fiscal year.

12. The member is not in good standing so long as the annual fee, subscription or debt remains unpaid.

13. All Life members or Meritorious members are considered to be in good standing without payment of any kind.

14. All members may have the privilege of introducing visitors for the purpose of taking part in the activities of the Association.

15. A visitor is not a member of the Association and, except to the extent set out in this bylaw, has none of the rights and privileges of a member.

16. Where charges are made for participation in Association activities, members are responsible for payment of charges applicable to a visitor introduced by that member.

17. A member is responsible for the conduct of a visitor introduced by that member.

18. No visitor may vote at an annual general or special meeting of members or hold office.

Part 3 – Meetings of Members

19. General meetings of the members of the Association must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.

20. An Annual General Meeting of the members of the Association must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

21. Every meeting of the members of the Association, except an Annual General Meeting, is an extraordinary general meeting.

22. The Secretary shall call an extraordinary meeting of the members of the Association at any time on receiving:

- (a) instructions from the Board of Directors; or
- (b) a requisition signed by not less than ten (10%) percent of the members entitled to vote.

23. (1) Notice of a meeting of the members of the Association must specify the place, day and hour of the meeting unless the Board determines the need for a virtual meeting in which case instructions for joining such a meeting will be provided to members in lieu of a location. In the case of special business, the nature of the business must also be identified.

(2) Notice of a meeting of the members of the Association must be provided or published at least two (2) weeks prior to the scheduled time and date of the meeting.

(3) 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.

Part 4 – Proceedings at Meetings of the Members

24. Regular business at an Annual General Meeting of the members of the Association is:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements;
- (c) the report of the directors;
- (d) the report of the auditor, if any, or of the knowledgeable person who scrutinized the financial statements;
- (e) the election of directors;
- (f) the appointment of the auditor, if required; and
- (g) any other business that, under these bylaws, ought to be conducted at an Annual General Meeting of the members of the Association; or
- (h) business that is brought under consideration by the report of the directors.

25. Special business is:

- (a) all business at an extraordinary meeting of the members of the Association except the adoption of rules of order; and
- (b) all business conducted at an Annual General Meeting of the members of the Association except that listed under Clause 24.

26. Except for special resolutions proposed by the directors, no special resolution will be considered or voted on at a meeting of the members of the Association unless a copy of that special resolution, in writing and signed by at least five (5) members of the Association entitled to vote, has been delivered by regular mail or by hand to the registered office of the Association not less than twenty-one (21) days prior to the general meeting at which it is proposed to be considered.

27. (1) Business other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a meeting of the members of the Association at a time when a quorum is not present.

(2) A quorum shall consist of the presence of a majority of the directors of the Association plus ten (10) other members of the Association who are entitled to vote.

28. If within fifteen (15) minutes from the time appointed for a meeting of the members of the Association a quorum is not present, the meeting, if convened on the

requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place.

29. If, at the resumption of the adjourned meeting of the members of the Association, a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum.

30. If, at a meeting of the members of the Association,

- (a) there is no President, Vice-President or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) the President and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

31. (1) A meeting of the members of the Association may be adjourned from time to time and from place to place, but no business may be conducted at the resumption of the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting of the members of the Association is adjourned for ten (10) days or more, notice of the resumption of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at the resumption of the adjourned general meeting.

32. (1) A resolution proposed at a meeting of the members of the Association need not be seconded.

(2) The chair of a meeting may move or propose a resolution.

(3) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

33. A copy of the financial statement for the previous fiscal year shall be available to members at the Annual General Meeting.

34. A list of members in good standing shall be on display at the Annual General Meeting.

35. (1) A Regular member, a Life member and a Meritorious member in good standing, present at a meeting of members of the Association is entitled to one vote.

(2) Voting may be by show of hands or by written ballot, overseen by a scrutiner, appointed by the Board of Directors, except for the election of directors, which must be dealt with in accordance with Clause 39 (3) of these bylaws.

(3) Voting by proxy is not permitted.

Part 5 – Directors and Officers

36. (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a meeting of the members of the Association, but subject, nevertheless, to:

- (a) all laws affecting the Association;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time in a meeting of the members of the Association.

(2) A rule, made by the members of the Association in a meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

37. The Association shall be governed by a Board of Directors of at least six (6) and up to ten (10) directors.

38. A director must retire at the end of the Annual General Meeting at which his or her successor is elected.

39. (1) Directors shall serve for two-year terms.

(2) A director may be elected to three successive terms. After serving for three terms, the director must not stand again for election until one fiscal year has passed.

(3) An election may be by acclamation, otherwise it must be held by ballot, overseen by the chair of the Nominations Committee and such other persons as he or she deems necessary. In the event of a virtual meeting, if a vote by ballot is required, the chair of the Nominations Committee will seek approval by 2/3 majority vote of participating members on a motion defining the manner in which to conduct the vote at that time.

40. If any director:

- (a) delivers his or her written resignation as a director to the registered office of the Association;
- (b) is suspended or expelled from the Association in accordance with these bylaws; or
- (c) fails to attend three or more consecutive meetings of the Board of Directors, without explanation acceptable to the President, then such a director immediately ceases to be a director of the Association, and if such director is also an officer of the Association shall also immediately cease to be an officer, without any further action required by the Board of Directors.

41. (1) The directors may, at any time, appoint a Regular, Life or Meritorious member as a director to fill a vacancy in the Board of Directors.

(2) A director so appointed holds office only until the conclusion of the next Annual General Meeting of the members of the Association, and is eligible for elections at that meeting.

42. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

43. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

44. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs or the Association.

45. Subject to the *Societies Act*, every director or former director of the Association shall be deemed to have assumed office on the express understanding, agreement, and condition that each of them and his or her heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses that such person sustains or incurs in respect of any act performed by him or her or any other director or directors in the execution of the duties of his or her office as an officer or director, including an action brought by the Association.

46. This indemnification covers all other costs, charges or expenses that he or she sustains or incurs in relation to the affairs of the Association, except when such costs, charges or expenses are occasioned by his or her willful neglect or default.

47. The Association shall purchase insurance for the benefit of the directors and officers and former directors and officers against personal liability incurred by them as a director or officer.

Part 6 – Nominations Committee

48. The directors shall, as soon as is reasonable after each Annual General Meeting of the members of the Association, appoint a Nominations Committee comprised of at least two directors who, if possible, are not officers of the Association and one or two members of the Association who are entitled to vote.

49. The Nominations Committee shall:

- (a) consider candidates who were members in good standing in the calendar year preceding the upcoming Annual General Meeting;
- (b) determine the skills and expertise necessary for the effective operation of the Board of Directors;
- (c) determine, after consultation with the Board of Directors, the number of directors to be elected at the next Annual General Meeting, and the terms for which each director should be elected in order to maintain an orderly turnover of board composition;

- (d) determine and recommend to the Board of Directors, at least four (4) weeks in advance of the next Annual General Meeting of members of the Association, potential directors to be nominated for election at that meeting;
- (e) obtain confirmation from the potential candidates that they are prepared to stand for election as a director of the Association; and
- (f) publish the names of the candidates nominated by the Committee, as well as those nominated in accordance with the procedures set out in Clause 50, as part of the notice of the Annual General Meeting of members of the Association.

50. Further nominations from the members of the Association who are entitled to vote will be accepted by any member of the Nominations Committee up to three (3) weeks before the scheduled commencement of the next Annual General Meeting of the Association. Such nominations must be in writing and must be signed by the nominee and at least three (3) other members of the Association who are entitled to vote. Nominees must have been GSCA members in good standing in the calendar year preceding the upcoming Annual General Meeting.

Part 7 – Proceedings of Directors

51. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The quorum for a Board of Directors meeting is a majority of the directors then in office.

(3) The President is the chair of all meetings of the directors, but if the President is not present within fifteen (15) minutes after the time appointed for holding a duly called meeting of the directors, the Vice-President must act as chair. If neither is present, the directors may choose one of their number to be the chair at that meeting.

(4) A director may at any time call for a meeting of the directors.

(5) Notice of a directors' meeting must be given at least forty-eight (48) hours in advance of commencement of the meeting. Directors may retroactively waive notice of a particular meeting by means of a motion passed at the meeting, if a majority of those directors in office at the time are present at the meeting and are in favour of the motion.

52. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and other members of the Association as they think fit.

(2) A committee, formed to exercise delegated powers, must conform to any rules imposed on it by the directors, and must report everything done in the exercise of those powers to the earliest meeting of the Board of Directors held after the assigned work has been done.

(3) Such a committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present must choose one of their number to be the chair of that meeting.

(4) The members of the committee may meet and adjourn as they think proper.

53. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other meeting of members of the Association, or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give formal notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

54. A director who may be absent temporarily from Gabriola Island may send or deliver to the address of the Association a waiver of notice, which may be by letter or email, of any meeting of the Board of Directors and may at any time withdraw the waiver by either mode, and until the waiver is withdrawn,

- (a) a notice of meeting of the Board of Directors is not required to be sent to that director, and
- (b) any and all meetings of the Board of Directors of the Association, notice of which has not been given to that director, if a quorum of directors is present, are valid and effective.

55. (1) Motions made at a meeting of the Board of Directors must be decided by a majority of votes.

(2) Each director present at a meeting of the Board of Directors will be entitled to one vote. Every vote will be equal to every other vote.

(3) Voting by proxy is not permitted.

(4) In the case of a tie vote, the chair does not have a second or casting vote in addition to the vote to which he or she may be entitled as a director, and the motion does not pass.

56. A resolution proposed at a meeting of the Board of Directors need not be seconded.

57. The chair of a meeting of the Board of Directors may move or propose a resolution.

58. A resolution in writing, signed by a majority of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the Board of Directors. Such resolution shall be effective on the date stated therein.

59. (1) Meetings of the Board of Directors are open to any member of the Association, who may not vote or otherwise participate, but may, at the request of the Board of Directors, make presentations on specific issues. Members who wish to attend a meeting of the directors, must inform a director at least twenty-four (24) hours in

advance of the meeting. The directors may refuse to admit Association members who have not provided advance notice.

(2) From time to time, the Board of Directors may hold meetings, or a portion of a meeting, “in camera” to deal with issues requiring confidentiality, including, but not limited to, matters of human relations or financial import. Members of the Association who are not directors of the Association shall not be entitled to attend “in camera” sessions.

(3) The minutes of an “in camera” session will consist only of any resolution passed by the directors and any abstentions registered, but shall not contain any record of the number of positive or negative votes.

Part 8 – Officers

60. The officers will be elected by the directors from among their number at the first meeting of the directors following an Annual General Meeting of the Association, and from time to time as may be required in the event of a vacancy occurring during the term of office of an officer.

61. The President:

- (a) presides at all general meetings of the Association;
- (b) is the Chief Executive Officer of the Association; and
- (c) must supervise the other officers in the execution of their duties.

62. The Vice-President:

- (a) must carry out the duties of the President during the President’s absence.

63. The Secretary must:

- (a) conduct the correspondence of the Association;
- (b) issue notices of meetings of the Association and of the Board of Directors;
- (c) keep minutes of all meetings of the Association and of the Board of Directors;
- (d) have custody of all records and documents of the Association except those required to be kept by the Treasurer; and
- (e) ensure that all applicable reports required by the *Societies Act* are filed.

64. The Treasurer must:

- (a) keep the financial records, including books or accounts, necessary to comply with the *Societies Act*;
- (b) prepare financial statements and present them to the Board of Directors at each meeting of the board and to the members of the Association at each Annual General Meeting, or more frequently when requested to do so by the Board of Directors; and

- (c) maintain the register of members as defined in Part 2 of these bylaws.
65. Any member, after giving reasonable notice to the Treasurer, may inspect the books and records of the Association. No books or records shall be removed from the custody of the Treasurer.
66. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.
67. In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.

Part 9 – Borrowing

68. Secured or unsecured debt must not be issued without the authorization of a special resolution of the members of the Association.
69. Subject to Clause 36, in order to carry out the purposes of the Association, the Board of Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting that power, by the issue of debentures.
70. The members of the Association may, by special resolution, restrict the borrowing powers of the Board of Directors, but any restriction imposed expires at the next Annual General Meeting of the members of the Association.

Part 10 – Auditor

71. This Part applies only if the Association is required or has resolved to have an auditor. If not required or resolved, skip to Clause 79.
72. Any auditor appointed by the directors must be a member of a body of professional accountants in British Columbia and must be licensed to carry out audits in the Province of British Columbia.
73. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor or scrutinizer of financial accounts.
74. At each Annual General Meeting the Association must appoint an auditor to hold office until he or she is re-elected or a successor is elected at the next Annual General Meeting.
75. An auditor may be removed by ordinary resolution.
76. An auditor must be promptly informed in writing of his/her or their appointment or removal.
77. A director or employee of the Association must not be its auditor.
78. The auditor may attend general meetings.

79. In the event that the Association is not required or resolved to have an auditor, the directors may appoint a knowledgeable, independent individual to scrutinize the Association's financial records.

80. A person who scrutinizes the Association's financial accounts must be independent of any relationship with any of the directors, officers and employees of the Association and must be knowledgeable about the accounting required for a non-profit Association.

Part 11 – Notices

81. (1) Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies or the scrutinizer of the financial accounts, if one has been appointed.

(2) No other person is entitled to receive a notice of a general meeting.

82. A notice may be given to a member:

- (a) orally in person, or
- (b) by mail sent to the member's registered address, or
- (c) by email sent to the member's email address on file with the Association, or
- (d) by insertion in English in at least one newspaper regularly and easily available on Gabriola Island, British Columbia, or
- (e) by posting on the Association's website, or
- (f) by posting on the bulletin board in the Rollo Seniors Centre.

83. (1) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(2) A notice sent by email is deemed to have been given within two hours of the time when the notice was sent, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address on the Association's file.

(3) A notice made by insertion in English in at least one newspaper regularly and easily available on Gabriola Island, British Columbia, is deemed to have been given on the day on which the newspaper is published and available to the general public, and in proving that notice has been given it is sufficient to provide a copy of the newspaper issue in question.

(4) A notice made by posting the information on the Association's website is deemed to have been given on the day on which it is posted, and in proving that notice has been given it is sufficient to provide a snapshot of the website page in question.

(5) A notice made by posting the information on the bulletin board in the Rollo Seniors Centre is deemed to have been given on the day on which it is posted, and in proving that notice has been given it is sufficient to provide a snapshot of the bulletin board in question.

Part 12 – Bylaws

84. On being admitted to membership, each member is entitled to review the constitution and bylaws of the Association. The Association must either give the member, without charge, a copy or ensure that the member can access the constitution and bylaws of the Association via the internet.

85. These bylaws must not be altered or added to except by special resolution.

Part 13 - Restrictions of Powers

86. The activities of the Gabriola Senior Citizens Association shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

87. In the event the Gabriola Senior Citizens Association is wound up or dissolved, all assets remaining after satisfaction of its debts and liabilities shall be transferred to a qualified donee as described in subsection 149.1 of the *Income Tax Act* of Canada, and chosen by the members at that time.