

Society Incorporation Number: S0039547

**DOGWOOD PAVILION SENIORS' SOCIETY**



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# **DOGWOOD PAVILION SENIORS' SOCIETY**

## **CONSTITUTION**

1. The name of the Society is Dogwood Pavilion Seniors' Society and within this document, wherever reference is made to "The Society" it is the "Dogwood Pavilion Seniors' Society:"
2. The purposes of the Society are:
  - To facilitate active living opportunities and the provision of services, information and referrals to meet the needs of adults aged fifty and over in the community.
  - To promote year-round opportunities for satisfying the leisure needs of senior adults over the age of fifty in the community.
  - To ensure that The Society is a community focal point on aging where older persons can come together for services and activities, as well as information on community resources.
  - To ensure that The Society provides settings in which members may experience acceptance by others, a feeling of belonging and recognition as individuals of positive worth.
  - To encourage and support wellness, healthy lifestyles, and active living of its members.
  - To ensure that The Society meets the physical, social and mental needs of its members through leisure and recreational activities.
  - To provide cultural, physical, educational, and social experiences for its members.
  - To recruit, train, place, support and recognize volunteers and to involve them in challenging and meaningful ways.
  - To increase awareness and sensitivity of the community as to the needs and abilities of adults aged fifty and over, considering cultural differences, disabilities and changes due to aging.
  - To ensure that The Society provides a secure, safe, supportive and caring environment for its members.
  - To assist in finding resources for seniors and for The Society.

# BYLAWS OF DOGWOOD PAVILION SENIORS' SOCIETY

## 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**” means the Directors of the Society.

“**Bylaws**” means these Bylaws as altered from time to time.

“**City**” means the City of Coquitlam.

“**Constitution**” means the Society’s constitution.

“**Executive Committee**” means the President, Vice-Presidents, Immediate Past President, Executive Secretary, Financial Director and Assistant Financial Director.

“**Society**” means the Dogwood Pavilion Seniors’ Society.

### Definitions in 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 the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## PART 2 – MEMBERS

### Application for membership

2.1 A person who is at least 50 years old may apply to the Society for membership in the Society, and the person becomes a member on the acceptance of the application.

### Duties of members

2.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws, and the Society’s policies.

### Amount of membership dues

2.3 The amount of the annual Society membership dues shall be determined by the Board.

## **Member not in good standing**

- 2.4** A member shall cease to be a member of the Society if the person:
- (a) has failed to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid; or
  - (b) has delivered a resignation in writing by emailing, mailing or delivering the resignation to the Society's office at Dogwood Pavilion, to the attention of the Executive Committee;
  - (c) has died; or
  - (d) has been expelled.
- 2.5** A member who is not in good standing:
- (a) may not vote at a general meeting;
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members;
  - (c) may not address the members at any Board or general meeting unless invited by the chair to do so; and
  - (d) may not participate in any Board approved activity.

## **Discipline and expulsion of members**

- 2.6** The Board will enforce and will revoke or withdraw membership privileges for failure to comply with the Constitution of the Society, these Bylaws, or the Society's policies.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of the annual general meeting**

- 3.1** The annual general meeting will be held during the month of March, and the date will be determined by the Board.

### **Notice of special business**

- 3.2** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

- 3.3** The following individual is entitled to preside as the chair of a general meeting:
- (a) the President, or
  - (b) a Vice-President, if the President is unable to preside as the chair.

### **Alternate chair of general meeting**

**3.4** 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 in attendance must elect an individual present at the meeting to preside as the chair.

### **Quorum for general meetings**

**3.5** The quorum for the transaction of business at a general meeting is 35 voting members.

### **Quorum required**

**3.6** 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 in attendance.

### **Lack of quorum at commencement of meeting**

**3.7** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

- (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, if applicable, 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 who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.8** 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 in attendance or until the meeting is adjourned or terminated.

### **Adjournments by chair**

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

### **Notice of continuation of adjourned general meeting**

**3.10** It is not necessary to give 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.

## **Order of business at general meeting**

**3.11** The order of business at a general meeting is as follows:

- (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) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - i. receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - ii. receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - iii. elect Directors, and
  - iv. appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

## **Methods of voting**

**3.12** At a general meeting, voting must be by a show of hands, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

## **Announcement of result**

**3.13** 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**

**3.14** Voting by proxy is not permitted.

## **Matters decided at general meeting by ordinary resolution**

**3.15** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Matters decided at general meeting by special resolution**

**3.16** A matter to be decided at a general meeting decided by special resolution shall be decided by a 2/3 margin.

### **Calling a special general meeting**

**3.17** A special general meeting may be called by the President or any two other Directors.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board**

**4.1** The Society must have no fewer than 7 and no more than 15 Directors.

**4.2** The Board consists of the following Directors:

President

Immediate Past President

1<sup>st</sup> Vice President

2<sup>nd</sup> Vice President

Financial Director

Assistant Financial Director

Directors at Large (maximum three positions)

Executive Secretary

Activity Group Directors (four positions as follows)

Crafts and Games Director

Cultural Director

Social and Educational Director

Sports Director

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

**4.3** At the annual general meeting, the voting members entitled to vote for the election of Directors will elect to the Board the following vacant positions for a two years term:

President

1<sup>st</sup> Vice President

2<sup>nd</sup> Vice President

Directors at Large

- 4.4 Activity Group Directors are elected for a two-year term by their respective activity groups during a meeting prior to the AGM. Each activity group is entitled to have two voting members regardless of the number of members attending the meeting.
- 4.5 The Financial Director, Assistant Financial Director, and Executive Secretary positions are appointed or affirmed by the Board, every other year, at the February Board meeting following acceptance of the year end financials.
- 4.6 The position of Immediate Past President shall commence at the election of the President, and will end when a new President is elected.

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

- 4.7 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office. Such appointment ends at the next Annual General Meeting.

### **PART 5 – BOARD MEETINGS**

#### **Calling a Board meeting**

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

#### **Conduct of board meetings**

- 5.2 The Directors may regulate their meetings and proceedings as they see fit.

#### **Quorum of Directors**

- 5.3 The quorum for the transaction of business at a Board meeting is a majority of the Directors.

#### **Role of the Directors**

- 5.4 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 5.5 The 1<sup>st</sup> Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- 5.6 The 2<sup>nd</sup> Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President and the 1<sup>st</sup> Vice President are unable to act.
- 5.7 The Immediate Past President is responsible for providing continuity and advising the President and Board.

- 5.8** The Executive Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Directors' meetings;
  - (b) taking minutes of general meetings and Directors' meetings;
  - (c) keeping the records of the Society in accordance with the Act;
  - (d) conducting the correspondence of the Board; and
  - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 5.9** The Financial Director and the Assistant Financial Director are 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) preparing an annual budget for approval of the Board;
  - (f) Preparing and presenting the financial reports to the Board and the AGM; and
  - (g) the duties of the Financial Director and the Assistant Financial director are interchangeable.
- 5.10** The Activity Group Directors are responsible for doing, or making the necessary arrangements for, the following:
- (a) report to the Board on the accomplishments of their respective groups;
  - (b) prepare a yearly budget for presentation to the Board by the January meeting;
  - (c) act as liaison between their groups and the Board;
  - (d) prepare an annual report for presentation at the Annual General Meeting;
  - (e) carry out Board delegated assignments;
  - (f) keep activity contact list current; and
  - (g) maintain monthly contact with activity group leaders.
- 5.11** If the Activity Group Director is absent from the Board meeting, the assistant group director may vote at that Board meeting.

## **PART 6 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

- 6.1** These Bylaws do not permit the Society to pay a Director remuneration for being a Director, 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 for contracts**

**6.2** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the President, together with one other Director, and
- (b) if the President is unable to provide a signature, by a Vice-President together with one other Director.

### **Signing authority for cheques**

**6.3** A cheque issued for payment shall be signed as follows:

- (a) One signature must be the Financial Director or Assistant Financial Director.
- (b) A second signature will be any one of the following
  - President
  - 1<sup>st</sup> Vice President
  - 2<sup>nd</sup> Vice President

## **PART 7: DIRECTORS' CONFLICTS OF INTEREST**

### **Definition of conflict**

**7.1** A Director who has a direct or indirect interest in the following is considered to be in conflict of interest:

- (a) a contract or transaction, or a proposed contract or transaction, of the Society, or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society.

### **Requirement for a director who is in conflict of interest**

**7.2** A Director who is in a conflict situation must disclose such conflict to the Board and act as provided for in the Act.

### **Record of disclosure**

**7.3** A disclosure made by a Director under this part must be evidenced as provided for in the Act.

### **Interests not considered conflicts**

**7.4** This part does not apply to a Director in respect of a contract, transaction or matter that is specifically exempted by the Act.

## **PART 8: DISSOLUTION**

### **Payment of liabilities**

**8.1** Before the dissolution of the Society whether by request or by liquidation pursuant to the Act, all of the Society's liabilities must be paid or adequate provision for payment of the liabilities must be made.

### **Distribution of assets after payment of liabilities**

**8.2** After payment or adequate provision for payment of all of the Society's liabilities is made, the remaining money or other property of the Society be distributed to such charitable organization or organizations in British Columbia having similar charitable purposes.

## **PART 9: INDEMNIFICATION AND INSURANCE**

### **Indemnification of Directors**

**9.1** The Society will indemnify against any liability that may be incurred by reason of the eligible party being or having been a Director of the Society.

### **Eligible parties**

**9.2** An eligible party is a Director, officer, or agent of the Society acting honestly and in good faith with a view to the best interests of the Society and having exercised the care, diligence and skill of a reasonably prudent person and, without limiting the foregoing, with respect to any criminal or administrative action or proceeding, they had reasonable grounds for believing that their conduct was lawful.

### **Insurance**

**9.3** The Society will purchase and maintain insurance, for the benefit of an eligible party or a representative of the eligible party, against any liability that may be incurred by reason of the eligible party being or having been a Director of the Society.

### **Definition of liability**

**9.4** For purposes of this Part 9, liability includes any liability, obligation or cost whatsoever, whether civil, administrative or criminal, limited only by section 9.2.