



**Constitution and Bylaws
d'Esterre Seniors' Centre Association
1801 Beaufort Avenue
Comox, BC
V9M 1R9**

Amended:March 15, 2016

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d'Esterre Seniors' Centre Association
Constitution and Bylaws

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CONSTITUTION

Articles

1. The name of the Society is "d'Esterre Seniors' Centre Association"
2. The purposes of the Society are:
 - a. To provide a place for the Senior Citizens to meet and enjoy the companionship of others.
 - b. To provide facilities for recreation and other activities of interest to Seniors.
 - c. To encourage Seniors to actively participate in the programs provided by the Society and to contribute their ideas.
 - d. To do everything incidental and necessary to obtain the foregoing purposes.
3. The purposes of the Society will be carried out chiefly in the Town of Comox. This provision is alterable.
4. The Society will be carried on without purpose of gain for the members and any profits or other accretions to the Society are to be used for promoting the purposes.
5. In the event that at any time the Society should be dissolved, the remaining assets is to be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by its members.
6. Clauses 4 and 5 are unalterable in accordance with section 17 of the Societies Act
7. The organizations referenced to in Article 5 will be limited to a qualified donee. Article 7 is alterable.

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BYLAWS

Article 1 - Interpretation

1. In these Bylaws, unless the context otherwise requires,
 - a. "Society" means the d'Esterre Seniors' Centre Association
 - b. "Centre" means d'Esterre House at 1801 Beaufort Ave, Comox, BC, V9M1R9
 - c. "Purposes" means the primary reasons the Society was created as stated in the Constitution
 - d. "Membership" means the regular, permanent and life members of the Society
 - e. "General Meeting" means a regularly scheduled meeting of the membership to discuss the Society's business
 - f. "Extraordinary General Meeting" is an unscheduled General Meeting called to discuss important business of the Society
 - g. "Officers" means the President, Vice-President, Secretary and Treasurer
 - h. "Directors" means the members elected or appointed to the Board
 - i. "Board" means the Officers, Directors and Past-President
 - j. "Executive Committee" means the Officers and any Director and/or Past President appointed by the Board
 - k. "Non-member" means a previous member who fails to pay the membership fee by January 2nd of the current year or a person who has not previously been a member.

"Notice" means posting the meeting date, time, place and agenda on the Centre's notice board, newsletter and website at www.comoxseniors.ca not less than 14 days in advance of the meeting.

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Article 2 - Membership

2. There are three classes of membership:
 - a. Regular membership is limited to persons fifty (50) years of age or older and to their spouse, regardless of age.
 - b. Life membership is recommended by the Board and confirmed by the members at a General Meeting.
 - c. Permanent membership is automatically granted to members on their 90th birthday.
3. To be a regular member one pays an annual membership fee and is given a numbered membership card.
4. The annual membership fee is due and payable on January 2nd.
5. Membership ceases for any person who fails to pay the annual fee by January 2nd.
6. A new member joining after August 1st pays one-half of the current membership fee until the start of membership sales for the next calendar year.
7. A regular member, life member or a permanent member has the right to: take part in all Centre activities; speak to and have one vote on each motion at any General Meeting.
8. To be eligible to vote for Officers and Directors, members must be present and show a current membership card at the Annual General Meeting (AGM) or at an early voting time as determined by the Board of Directors.
9. Proxy votes are not allowed.
10. Centre employees, contractors and instructors may be regular members but cannot run as Officers or Directors.
11. A member may be expelled by a special resolution of the membership passed at a General Meeting by a 66% majority of those present.
 - a. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - b. The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the General Meeting before the resolution is put to a vote.

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Article 3 - Meetings

12. The Annual General Meeting is held in the Town of Comox in the month of March on a date to be fixed by the Board. The agenda is to include:
 - a. President's Report
 - b. Treasurer's Annual Financial Report
 - c. Election of Officers and Directors for the following year, to take office at the conclusion of the AGM
 - d. Other and New Business
13. Provided Notice is given, an Extraordinary General Meeting may be called by the Board or by any 25 members.
14. Notice of an Extraordinary General Meeting must include details of the item(s) to be discussed.
15. Notice will be given for all General Meetings.
16. Questions of procedure at any General Meeting are determined by "Call to Order: Meeting Rules, Procedures and Advice for Non-profit Organizations", Second Edition by Herb Perry and Susan Perry.
17. A quorum at any General Meeting is twenty-five (25) members, including a minimum of two (2) Officers.

Article 4 - The Board

18. The Board consists of: four (4) Officers (the President, Vice President, Secretary, and Treasurer); the immediate Past-President; and not less than six (6) and not more than eight (8) Directors.
19. Officers and Directors are elected at the AGM, take office at the conclusion of the AGM, and serve until the conclusion of the next AGM.
20. The President may not be elected for more than two consecutive one-year terms.
21. Any vacant position on the Board is to be appointed by the Board, and the person or persons so appointed holds office for the remaining term

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22. An Officer or Director may be removed from the Board by a special resolution of the Membership passed at a General Meeting by a 66% majority vote.
 - c. The notice of special resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal
 - d. The person who is the subject of the proposed removal must be given an opportunity to be heard at the General Meeting before the resolution is put to a vote.

Article 5 - Duties and Powers of the Board

25. The general management of the Society, including payment of operating expenses, is vested in the Board. The Board determines its own procedures and makes rules and regulations consistent with the Society's Constitution and Bylaws.
26. The Board has the power to set policy and manage any activity deemed to be a "Related Business" operating within the Society.
27. The Board may remove any convenor or coordinator who refuses to comply with the rules, policies or Bylaws of the Society by a 66% majority vote of the Board.
28. The Board has the power to approve single capital expenditures of up to \$5,000.00. Expenditures greater than \$5,000.00 must be submitted to the membership for prior approval.
27. Meetings of the Board may be called by the President or Vice President or any three members of the Board with not less than seven days' notice of the date and time and location.
28. A quorum of the Board is five members of which no fewer than two (2) are to be Officers.
29. The President, or if unavailable, the Vice President, is the Chief Officer of the Society. The President is an ex officio member of all committees except the Nominating Committee.
30. The four (4) Officers are signing Officers for the Society. Any two (2) must sign cheques.
31. Proceedings of the Society are recorded by the Secretary, or Acting Secretary, and maintained by the Secretary.
32. The Executive Committee may make decisions on behalf of the Board between regularly scheduled Board Meetings.

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33. The Treasurer will present a statement of accounts at the Annual General Meeting to show income and expenditures of the Society with comparable figures for the previous calendar year, together with a balance sheet and comparable figures for the previous year. Such reports are to be reviewed by a qualified person appointed by the Board prior to presentation.
34. The Board may not borrow money or pledge any of the Society's assets without passing a special resolution of the members at a General Meeting.
35. The Board's approval is required before the disposal of any of the Society's equipment, furnishings or records.
36. Officers or Directors are not paid, but while carrying out the duties of the Board, may be reimbursed upon receipt of proper documentation for all expenses necessarily and reasonably incurred.
37. All Meetings are chaired by the President or, in his/her absence the Vice President. In his/her absence, the chair is determined by the Board.

Article 6 - Committees

38. The Board appoints a nominating committee consisting of three (3) members to seek nominees for election to the Board and to conduct all elections.
39. The Nominating Committee elects its own chairperson who, together with any one of the other two (2) members forms a quorum.
40.
 - a. Nominations for Officers and Directors will close on February 28th. A partial list of nominees may be posted periodically as new nominations are received. The final list is posted in the Centre in its entirety.
 - b. In the event that one or more Officer Positions remain vacant, nominations from the floor at the AGM will be allowed to fill the vacancy.
41. To be eligible for election, a nominee must:
 - a. be a regular member, life member or permanent member
 - b. provide written acceptance of the nomination
 - c. not be a paid employee of the society
42. In all cases, a contested election is decided by ballot by a simple majority of votes cast.
43. The result of votes cast for each candidate will be announced to the members.
44. A motion will be made to destroy the ballots at the conclusion of elections and an officer appointed to do so.

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45. The Board, at its discretion, may appoint any other committees for the conduct of the business of the Society and sets out the responsibilities and limits of these committees consistent with the protection of the rights and welfare of the members in general.

Article 7 - Social Activities

46. There are three classes of social activities designed to further our Purposes:
- a. Clubs
 - b. Related Businesses
 - c. Special Events
47. New activities require prior approval from the Board.
48. The Board provides management direction to the Volunteer coordinators.
49. Press releases must be approved by an Officer.

Clubs

50. Clubs are defined as distinct interest groups meeting within the Centre and open to all members of the Society.
51. Clubs may use the Centre's facilities, furniture and equipment.
52. Club fees are to be purposely minimal to cover only the Club's anticipated expenses.
53. Clubs may set and manage its own fees for its own use.
54. Each Club appoints its own convenor(s) who are directly responsible to the Board for the Club's compliance with the Society's Policies and with the Constitution and Bylaws.
55. Club members are to have an opportunity to select the convenor or other officers of the club and to see a written financial report at least annually.
56. Clubs may not compensate any member for carrying out duties of the Club.
57. Clubs may pay an honorarium to an occasional instructor when beneficial to the members of the Club but may not hire contractors or instructors on an on-going basis.
58. Regular members, life members and permanent members are entitled to participate in Club activities on an on-going basis.
59. Non-members may occasionally participate in Club activities by paying a drop-in fee, including the first visit. This drop-in fee is in addition to any daily fees charged by the Club.
60. The amount of the drop-in fee is determined by the Board and becomes part of

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the General Revenues of the Centre.

61. Application of the drop-in fee by the Clubs is to be consistent across all Society Clubs and are collected by the Club convenor(s) and deposited in the office safe.

Related Businesses

62. Related Businesses are defined as providing fee based services to seniors consistent with our Purposes and run substantially by volunteers. They are commercial in nature in that instructors may be hired and fees may be set with the potential to make a profit.
63. Volunteer coordinators work under the direction of the Board.
64. Volunteer coordinator(s) may not be compensated for carrying out their duties.
65. The Board must approve the hiring of instructors or contractors and their fee schedule prior to any commitments being made.
66. Revenues and expenses must be completely accounted for in the financial records.
67. Members and non-members may participate, with non-members paying a higher fee.
68. Promotional fees may occasionally be offered to attract new members.

Special Events

69. Special Events are periodic social, entertainment and recognition events.
70. Recognition events, such as volunteer appreciation luncheons and birthday parties, are free for members being recognized at the event.
71. Special Events, dates and fees must be approved by the Board.
72. Special Events are coordinated by a Volunteer Entertainment Coordinator.

Article 8 - Policy Statements

73. Detailed Policy Statements are attached to the Constitution and Bylaws. Policy statements are working documents and, as such, are published and amended by the Board. They must not be in conflict with the meaning and intent of the Constitution. They will be numbered sequentially by year and order of publication.

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Article 9 - Use of the Society's Facilities by Outside Groups

74. On week-ends, the upstairs facilities may be rented out to individuals and/or community groups, for a fee to be determined by the Board.

Article 10 - Amendment of Bylaws

75. These Bylaws can only be amended by a 66% majority of members present and entitled to vote at a General Meeting, when 14 days' Notice has been given of intention to present a special resolution proposing the amendments and, when the amendments have been posted on the notice board as part of the agenda. The amended Bylaws only become effective on the date of its acceptance by the Registrar in Victoria.