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d'Esterre Seniors' Centre Association

Constitution and Bylaws

1801 Beaufort Avenue
Comox, BC
V9M 1R9

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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.

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Bylaws

Article 1 – Interpretation

- A. In these Bylaws, unless the context otherwise requires,
- i. "Society" means the d'Esterre Seniors' Centre Association.
 - ii. "Centre" means d'Esterre House at 1801 Beaufort Ave, Comox, BC, V9M1R9.
 - iii. "Purposes" means the primary reasons the Society was created as stated in the Constitution.
 - iv. "Membership" means the regular and permanent members of the Society.
 - v. "Annual General Meeting" means a regularly scheduled meeting of the membership to discuss the Society's business.
 - vi. "Extraordinary General Meeting" is an unscheduled General Meeting called to discuss important business of the Society.
 - vii. "Officers" means the President, Vice-President, Secretary and Treasurer.
 - viii. "Directors" means the members elected or appointed to the Board.
 - ix. "Board" means the Officers and Directors.
 - x. "Executive Committee" means the Officers and any Director appointed by the Board.
 - xi. "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.
 - xii. "Notice" for the Annual General Meeting 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.

Article 2 – Membership

- A. There are two classes of membership:
- i. Regular membership is limited to persons fifty-five (55) years of age or older and to their spouse, regardless of age.
 - ii. Permanent membership is automatically granted to members on their 90th birthday.

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- B. To be a regular member one pays an annual membership fee and is given a numbered membership card.
- C. The annual membership fee is due and payable on or before January 2nd.
- D. Membership ceases for any person who fails to pay the annual fee by January 2nd.
- E. 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.
- F. Regular and permanent members have the right to: take part in all Centre activities; speak to and have one vote on each motion at any General Meeting or Annual General Meeting (AGM).
- G. 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.
- H. Proxy votes are not allowed.
- I. Centre employees, contractors and instructors may be regular members but cannot run as Officers or Directors.
- J. A member may be expelled by a motion of the Board by 66% majority of those present. The person who is the subject of the proposed expulsion must be given an opportunity to be informed and heard at a Board Meeting before the motion is put to a vote.

Article 3 – Meetings

- A. 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:
 - i. President’s Report
 - ii. Treasurer’s Annual Financial Report
 - iii. Election of Officers and Directors for the following year, to take office at the conclusion of the AGM
 - iv. Other and New Business
- B. Provided Notice is given, an Extraordinary General Meeting may be called by the Board or by any 25 members.

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- C. Notice of an Extraordinary General Meeting must include details of the item(s) to be discussed.
- D. Notice will be given for all General Meetings.
- E. A quorum at any General Meeting is twenty-five (25) members, including a minimum of two (2) Officers.

Article 4 – The Board

- A. To be nominated or to serve on the Board of Directors a person must confirm that they meet the qualification standards for Board members under the BC Societies Act. Each year, Board members must sign a declaration to confirm meeting the qualification standards of the Act.
- B. The Board consists of: four (4) Officers (the President, Vice President, Secretary, and Treasurer); and not less than nine (9) and not more than eleven (11) Directors.
- C. 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.
- D. The President may not be elected for more than three consecutive one-year terms.
- E. 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
- F. 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.
 - i. The notice of special resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal
 - ii. 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

- A. The 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.

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- B. The Board has the power to set policy and manage any activity deemed to be a "Related Business" operating within the Society.
- C. The Board may remove any coordinator who refuses to comply with the rules, policies or Bylaws of the Society by a 66% majority vote of the Board.
- D. 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.
- E. A quorum of the Board is five members of which no fewer than two (2) are to be Officers.
- F. 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.
- G. The four (4) Officers have signing authority for the Society. The Executive Director and accountant have "User" status with restricted functions. All banking transactions must be signed by two officers and/or one officer and one user.
- H. Minutes of the Society are recorded by the Secretary, or Acting Secretary, and maintained by the Secretary.
- I. The Executive Committee may make decisions on behalf of the Board between regularly scheduled Board Meetings. Decisions will be reported and reviewed at the next Board Meeting.
- J. 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.
- K. 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.
- L. 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.

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M. All Meetings are chaired by the President or, in their absence the Vice President. In the Vice President's absence, the chair is determined by the Board.

Article 6 – Committees

- A. The Board appoints a nominating committee consisting of three (3) members to seek nominees for election to the Board and to conduct all elections.
- B. The Nominating Committee elects its own chairperson who, together with any one of the other two (2) members forms a quorum.
 - i. 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.
 - ii. 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.
- C. To be eligible for election, a nominee must:
 - i. be a regular member or permanent member.
 - ii. provide written acceptance of the nomination.
 - iii. not be a paid employee of the society.
 - iv. meet the eligibility requirements of the BC Societies Act.
- D. In all cases, a contested election is decided by ballot by a simple majority of votes cast.
- E. The result of votes cast for each candidate will be announced to the members.
- F. A motion will be made to destroy the ballots at the conclusion of elections and an officer appointed to do so.
- G. 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.

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Article 7 – Policy Statements

Detailed Policy Statements support 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 purpose and intent of the Constitution.

Article 8 – Amendment of Bylaws

These Bylaws can only be amended by a 66% majority of members present and entitled to vote at an Annual General Meeting (AGM) or 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.