



d'Esterre Seniors'
Centre Association
Your Second Home

d'Esterre Seniors' Centre Association

ANNUAL GENERAL MEETING

March 18, 2026 at 1:30 p.m. Ballroom

1. Welcome and introduction of Board members, Board member nominees and guests
2. Greetings from Town of Comox Council representative – Councillor Chris Haslett
3. Meeting called to order and quorum confirmed
4. Motion to approve the Agenda
5. Motion to approve the Minutes of the AGM of March 19, 2025 (attached)
6. Motion to approve the Treasurer's Annual Financial Report – Susan Kennedy (attached)
7. Report from the President – Myrna Holman
8. Presentation of the d'Esterre draft Strategic Plan – Myrna Holman (attached)
9. Presentation of the proposed Bylaw changes and Special Resolution – Myrna Holman (attached)
Special Resolution Motion:
Be it resolved that the Board of Directors recommends amendments to the bylaws of the d'Esterre Senior Centre Association as presented to the membership.

This special resolution requires approval by at least 66% of the voting members present at the Annual General Meeting in accordance with the bylaws.

10. Thank you to the Directors who are leaving the Board – Myrna Holman
11. Election/Acclamation of Directors. With two nominees, there will be a ballot process for the President. Vice President, Peggy Rasmus will chair this portion of the meeting.
5-minute address from Albert Taylor
5-minute address from Myrna Holman
Nominees:
Albert Taylor - President
Myrna Holman - President
Lois Higgins - Secretary
Peggy Rasmus - Vice President
Jim Cooper - Director
Cheryl Smith - Director
Nancy Kremer - Director
Maureen Clarke – Director
Mike Couture - Director
12. Other and New Business
13. Adjournment

Agenda Item #5

ANNUAL GENERAL MEETING of March 19 2025

MINUTES

1. Call to order. Meeting called to order at 1 PM by Board chair Myrna Holman. 33 in attendance. Quorum declared.
2. Acknowledgement of First Nations territory that we are gathered on for the meeting.
3. Welcome and introduction of Board members, staff and Council representative.

Past President	Raymond Morin
President	Myrna Holman
Vice President	Susan Toresdahl
Secretary	Lois Higgins
Treasurer	Julie Spooner
Directors	
	Nancy Kremer
	Cheryl Smith
	Peggy Rasmus
	Barbara Havers
	Ele Clarke
	Jim Cooper
Apologizes	Paul Dryer
Executive Director	Alex Jegier
Town Representative	Chris Haslett
4. Chris Haslett thanked the Board members who are leaving and those staying for their dedication. He welcomed the new Board members. We secured from the Town of Comox, \$40,000.00 towards the Executive Director position last year and once again this year.
5. Motion to approve Agenda Mike Couture/Susan Toresdahl Carried
6. Motion to approve minutes of March 20, 2024 AGM Kathy Silverstein/Penny Shelton Carried
7. Treasurer's report and presentation of 2024 financial statements to members by Julie Spooner. Motion to approve Barb Taylor/Don Craig Carried
8. Special Resolution #1- Amendment of the Bylaws of the Association - Be it resolved that the Board of Directors recommends the following amendments to the bylaws of the d'Esterre Senior Centre Association as presented to the membership. Susan Toresdahl/Mike Couture Carried
9. Life Membership Award - Raymond Morin Presented to Ralph Bruinick

Meeting adjourned at 1:50

Statement of Activity
d'Esterre Seniors' Centre Association
January-December, 2025

DISTRIBUTION ACCOUNT	TOTAL
Income	
4000 Donations	
4010 Individuals	\$23,091.53
Total for 4000 Donations	\$23,091.53
4200 Foundation/Charity Grants	\$9,418.00
4300 Government Contributions	
4310 Federal	\$25,999.99
4320 Provincial	\$26,000.00
4330 Municipal	\$52,759.53
4340 Deferred Revenue	-\$11,728.01
Total for 4300 Government Contributions	\$93,031.51
4400 Membership Revenue	
4410 Activity Fees	\$6,315.85
4420 Membership Dues	\$49,110.00
Total for 4400 Membership Revenue	\$55,425.85
4500 Earned Revenue	
4510 Programs	\$140,892.95
4520 Food Services	\$60,052.66
4530 Gift Shop Sales	\$23,649.90
4535 Consignment Payouts	-\$18,066.40
Total for 4530 Gift Shop Sales	\$5,583.50
4540 Earned Rental Revenue	\$16,571.37
4550 Fitness Classes	\$0.00
Total for 4500 Earned Revenue	\$223,100.48
4600 Fundraising Revenue	
4610 Special Events Revenue	\$27,758.64
4620 Charitable Gaming Revenue	\$1,688.45
Total for 4600 Fundraising Revenue	\$29,447.09
4700 Other Gifts	\$3,149.30
Total for Income	\$436,663.76
Cost of Goods Sold	
5000 Food Supplies	\$34,923.42
5030 Food Fees and Charges	\$464.17
Total for Cost of Goods Sold	\$35,387.59
Gross Profit	\$401,276.17
Expenses	
6000 Salaries and Wages	
6010 Salaries Expense	\$176,575.90
6020 CPP Expense	\$5,965.24
6030 EI Expense	\$4,183.75
6050 WorkSafe BC	\$3,998.34
6060 Vacation Expense	\$7,600.71

Statement of Activity
d'Esterre Seniors' Centre Association
January-December, 2025

DISTRIBUTION ACCOUNT	TOTAL
6070 Payroll Fees	\$1,127.61
Total for 6000 Salaries and Wages	\$199,451.55
6100 Contracted Expenses	\$76,576.93
6200 Occupancy Expenses	
6210 Rent Expenses	\$534.83
6230 Commercial General Liability	\$741.90
6240 Repairs and Maintenance	\$5,452.99
6250 Janitorial Services	\$6,326.16
6270 Telephone and Internet	\$2,010.07
Total for 6200 Occupancy Expenses	\$15,065.95
6300 Office Supplies	\$4,631.07
6350 Supplies	
6360 Program	\$14,297.20
6370 Food Services	\$2,067.65
Total for 6350 Supplies	\$16,364.85
6600 Professional and Consulting Fees	\$26,096.97
6700 Advertising and Promotion	\$3,830.20
6800 Licenses, Memberships, and Dues	\$4,187.92
6900 Other Insurance	
6910 Directors & Officers Liability	\$842.00
Total for 6900 Other Insurance	\$842.00
6930 Staff/Volunteer Development	\$3,707.68
7010 Amortization/Depreciation Expenses	\$1,019.84
7025 Cash over under	-\$6.77
Total for Expenses	\$351,768.19
<hr/>	
Other Income	
4800 Interest Revenue	\$2,004.52
4810 PST commission	\$112.20
Total for Other Income	\$2,116.72
<hr/>	
Other Expenses	
Unrealized Gain or Loss	
7020 Bank, Interest and Processing Charges	\$5,002.58
Total for Other Expenses	\$5,002.58
<hr/>	
Profit	\$46,622.12

Statement of Financial Position
d'Esterre Seniors' Centre Association
As of December 31, 2025

DISTRIBUTION ACCOUNT	TOTAL
Assets	
Current Assets	
Cash and Cash Equivalent	
1000 CCCU - Operating Account	\$32,643.95
1010 CCCU - Gaming Account	\$1,770.96
1020 CCCU - Savings Account - 7740	\$114,681.69
1030 CCCU - Equity Shares - 6317	\$5.00
1500 Undeposited Funds	\$4,760.58
PLCLCAD Plooto Clearing	\$0.00
Total for Cash and Cash Equivalent	\$153,862.18
Accounts Receivable (A/R)	
1200 Cash Float Account	
1210 Cash Float Account - Gift Shop	\$100.00
1220 Cash Float Account - Kitchen	\$200.00
1230 Cash Float Account - Office	\$100.00
1240 Petty Cash Account - Office	\$213.39
1250 Cash Float Account - Special Events	\$100.00
Total for 1200 Cash Float Account	\$713.39
1300 Clearing Accounts	
1301 Square Clearing - Food Services	\$0.00
1302 Moneris Clearing	-\$0.55
1303 Gift Shop Clearing (cash sales)	\$0.00
1305 Stripe Online & Terminal Clearing	\$2,730.73
1306 Office Cash/Cheque Clearing	\$0.00
Total for 1300 Clearing Accounts	\$2,730.18
1350 Advances/Deposits	
1350 Advances/Deposits	\$0.00
1360 Prepaid Expenses	
1360 Prepaid Expenses	\$1,242.50
Total for Current Assets	\$158,548.25
Non-current Assets	
Property, plant and equipment	
1600 Furniture and Equipment	
1600 Furniture and Equipment	\$27,291.71
1610 Accumulated Depreciation - Furniture & Equipment	-\$1,019.84
Total for 1600 Furniture and Equipment	\$26,271.87
Total for Property, plant and equipment	\$26,271.87
1800 CCCU - GIC 3yr Rate Climber	
1800 CCCU - GIC 3yr Rate Climber	\$0.00
1810 CCCU - GIC Cashable - 8308	
1810 CCCU - GIC Cashable - 8308	\$0.00
1811 CCCU - GIC Cashable-9619	
1811 CCCU - GIC Cashable-9619	\$50,000.00
1820 CCCU - GIC 12 Mth Non Redeem - 9593	
1820 CCCU - GIC 12 Mth Non Redeem - 9593	\$30,000.00
Total for Non-current Assets	\$106,271.87
Total for Assets	\$264,820.12

Statement of Financial Position
d'Estre Seniors' Centre Association
As of December 31, 2025

DISTRIBUTION ACCOUNT	TOTAL
Liabilities and Equity	
Liabilities	
Current Liabilities	
Accounts Payable (A/P)	
2000 Accounts Payable	\$14,404.70
Total for Accounts Payable (A/P)	\$14,404.70
Credit Cards	
2100 Collabria MasterCard	
2101 Collabria MasterCard - Executive Director - 0563 (Alex)	\$4,872.42
2102 Credit Card Cheryl- Special Events Coordinator (Cheryl)	\$1,332.28
2103 Credit Card Deidre- Cook (Dei)	\$2,349.69
Total for 2100 Collabria MasterCard	\$8,554.39
Total for Credit Cards	\$8,554.39
2200 Club Funds	\$10,262.27
2300 Deferred Revenue	
2420 Gaming	\$0.00
2421 Comox Valley Community Foundation	\$0.00
2430 New Horizons	\$11,728.01
2440 Town of Comox	\$0.00
2450 Deferred Revenue - Other	\$100.00
2460 Deferred Revenue - Memberships and Fitness	\$65,439.00
2470 Volunteer Appreciation	\$2,270.16
Total for 2300 Deferred Revenue	\$79,537.17
2510 Square Gift Cards Outstanding	\$123.75
2520 Payroll Clearing	\$0.00
2600 Other Liabilities	\$200.00
2650 Payroll Liabilities	\$1,850.69
2670 Vacation Payable	\$2,798.38
2700 GST/HST Payable	\$5,034.27
2800 PST Payable (BC)	\$928.22
Accrued Liability	\$2,849.25
Total for Current Liabilities	\$126,543.09
Non-current Liabilities	
Total for Liabilities	\$126,543.09
Equity	
3100 Internally Restricted Net Assets	\$0.00
3200 Unrestricted Net Assets	\$58,411.21
3300 Retained Earnings	\$33,243.70
Net Income	\$46,622.12
Total for Equity	\$138,277.03
Total for Liabilities and Equity	\$264,820.12

Susan Kennedy
Treasurer

MHR
President

Agenda Item #7

Report From the President

Myrna Holman

It has been a pleasure to serve as your Board President over the past year, a period defined by our efforts to balance strategic progress with the grassroots spirit that makes our community so special. At the heart of d'Esterre is the powerful voice of our members and a collective volunteer commitment that consistently goes above and beyond a typical "nine-to-five" mindset. This dedication to listening to member feedback was visible following our Town Hall event last year, where we heard a clear desire for more evening activity in the ballroom. In response, we have hosted several exceptional Pub Nites featuring live music and enthusiastic dancing, alongside numerous special event meals. These successes have shown us that the more we offer, the more our members respond with energy and positivity.

Building on that momentum, the Board is very pleased to present the draft Strategic Plan at this year's AGM. This document is the result of significant extra volunteer time dedicated by Board members supported by the able facilitation of David Leverton and the contributions of our Past President, Raymond Morin. The process provided another vital opportunity to utilize the membership survey and Town Hall results, ensuring the plan for the coming years truly reflects what our members want. We remain committed to this collaborative approach and will not finalize the plan until after the AGM, once we have incorporated your input.

Our efforts to modernize have also moved forward with the recent launch of our new online registration system. We are grateful to our Centre Coordinator, Nina, who managed the full implementation process. While the majority of members are now using the system to renew memberships and register for classes, we are pleased to see a nice balance where others are still welcomed at the office for in-person service. This efficiency is more important than ever as we continue to grow. Last year we reached an all-time high of 1,439 members, and we are currently on track to reach those numbers again. To manage this growth, we completed a Space Utilization Study which revealed that while we often feel we are bursting at the seams, there are creative opportunities to use our spaces during underutilized times.

We are also mindful of the frustrations expressed in the membership survey regarding clubs with long waiting lists. We will be working closely with the impacted clubs to develop new procedures for waitlist management, which may include rotating memberships to open up room for new faces. Furthermore, we hope to see all clubs offering instruction so that members of all skill levels, not just experts, can participate.

In relation to member feedback about the Café, we will be adjusting hours based on survey data and Point-of-Sale records, opening at 9:00 a.m. with a later last call for orders at 1:00 p.m. As we trial new menu items, we'll be seeking your feedback and utilizing the data in our point-of-sale system to evaluate how we're doing.

In closing, I want to thank you for attending the AGM and for your ongoing support of our Association. We remain dedicated to listening to our members and balancing the changes necessary for our future with the traditions we deeply respect.

Agenda Item #8

d’Esterre Seniors’ Centre Association Draft Strategic Plan

VISION (Aspirational)

Continuing to be a thriving Association, redefining aging: active, social and full of possibilities.

MISSION (measurable and achievable)

Enhancing our quality of life as we age.

MANDATE (Constitutional)

To provide a place for the Senior Citizens to meet and enjoy the companionship of others.

To provide facilities for recreation and other activities of interest to Seniors.

To encourage Seniors to actively participate in the programs provided by the Society and to contribute their ideas.

To do everything incidental and necessary to obtain the foregoing purposes.

CORE VALUES

We are fiscally accountable and operate in a financially sustainable manner.

We treat everyone with dignity and respect.

We value and appreciate our members, staff and volunteers.

We provide a safe and secure environment.

We operate with openness, honesty, and transparency.

We value our members’ life stories and accomplishments.

We make evidence-based decisions.

PRINCIPAL GOALS

1. That members experience an exceptional 50th Anniversary commemoration.
2. That the Café is recognized as an ideal place to dine, meet, and socialize.
3. That the Association is financially sustainable.
4. That members, staff, and volunteers are valued and appreciated.
5. That activities reflect our member’s interests and are available to the maximum number possible.
6. That we strengthen and expand our strategic partnerships.

KEY OBJECTIVES FOR EACH GOAL

Goal One

That our members experience an exceptional 50th Anniversary commemoration.

Key Objective(s)

- Establish an Anniversary Planning Committee (board & volunteer members)
- Establish a Committee lead
- Identify Key Activities (e.g., historical review, recognitions, contributions of Rotary etc.)
- Explore how the celebration can generate revenue/sponsorships
- Create an anniversary event calendar
- Identify and apply for necessary permits
- Determine funding requirements
- Identify major funding opportunities in association with fundraising committee (e.g., government grants and private sector opportunities)
- Establish a marketing and promotion strategy (involving the Town and key stakeholders)

Goal Two

That the Café is recognized by our members as an ideal place to dine, meet, and socialize.

Key Objective(s)

- To have appropriate operational oversight of the Café
- To be financially sustainable/at least break even
- Review the member survey and suggestions re food interests, pricing, and hours of operation
- Meet Food Safe requirements
- Develop a monthly budget
- Engage volunteers and staff in our goals
- Review and update the menu options
- Engage with vendors to reduce operating costs and develop sponsorship opportunities
- Establish a marketing and promotional strategy for the café
- Improve the engagement and recruitment of volunteers

Goal 3

That the Association is financially sustainable.

Key Objectives

- Our revenues and expenses align with the needs of our Association
- Establish a Fundraising Committee (in association with the Finance Committee)
- Establish a fundraising policy
- Set-up a Fund-Raising Committee with financial targets
- Determine a Planned Giving, Bequest, Estate Planning, Canada Helps strategy etc.
- Assess the value proposition and fee structure for various activities
- Explore opportunities for partnership campaigns with other organizations
- Seek new funding opportunities and grants
- Review consignor/d'Esterre split in the Gift Shop; explore on-line marketing
- Review financial viability of future Gift Shop markets/consignment fees/partnerships
- Explore catering opportunities utilizing volunteers

Goal 4

That members, staff, and volunteers are valued and appreciated.

Objectives

- Conduct staff, volunteer, and membership surveys on an annual basis.
- Trial informal quarterly meetings between the Board and the membership
- Ensure an optimal number of staff and volunteers to meet the needs of the Association
- Ensure we seek and respect volunteer input and demonstrate our appreciation for their contributions.
- Hold periodic Town Hall events for members.
- Ensure employees feel valued and are reasonably compensated.
- Evaluate the need for an increase in the overall hours of operation
- Develop a welcoming process for new members.
- Review the suggestion box and where possible, respond to suggestions in the newsletter

Goal 5

That activities reflect our members' interests and are available to the maximum number possible.

Key Objective(s)

- Maintain satisfactory membership survey results
- Engage the coordinators on at least a quarterly basis
- Develop an operational policy regarding all clubs in relation to safety, fees, waitlists, and the requirement to provide education and instruction
- Operationalize the space utilization study and the registration system
- Conduct monthly information sessions
- Maintain a solid relationship between the staff and Coordinators
- Examine the feasibility of outside excursions
- Review and assess existing and proposed recreational activities, instructional workshops and/or social activities

Goal 6

That we strengthen and expand our strategic partnerships.

Key Objective(s)

- Identify key community stakeholders and potential community partners
- Meet with current and potential community stakeholders on a regular basis to discuss short-term and long-term Association needs and how we can better serve the community (e.g., Town of Comox, North Island College and other educational institutions, Rotary and other service clubs, Comox Recreation, etc.)
- Evaluate the need for an increase in the overall hours of operation
- Develop a welcoming process for new members.
- Review the suggestion box and where possible, respond to suggestions in the newsletter
- Explore partnerships to potentially expand parking

Agenda Item #9

Filed Date and Time: March 19, 2025 06:16 PM Pacific Time
Society Incorporation Number: S0013677

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

T.K. Sparks
T.K. SPARKS



d'Esterre Seniors' Centre Association

Constitution and Bylaws

1801 Beaufort Avenue
Comox, BC
V9M 1R9

Amended:~~February 18~~January 27, 2025-2026

Ratified:March ~~19~~18, 2025-2026 (Pending AGM)

Contents ***Please note – index, numbering, margins throughout will be corrected when changes are accepted**

Constitution ~~22~~

Articles ~~22~~

Bylaws ~~3~~

Article 1 – Interpretation ~~33~~

Article 2 – Membership ~~43~~

Article 3 – Meetings ~~54~~

Article 4 – The Board ~~55~~

Article 5 – Duties and Powers of the Board ~~65~~

Article 6 – Committees ~~87~~

Article 7 – Policy Statements ~~98~~

Article 8 – Amendment of Bylaws ~~98~~

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.

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 and life members of the Society.

v. "Annual General Meeting" means a regularly scheduled yearly meeting of the membership to discuss ~~the Society's business~~ business of the Society. vi.

"Extraordinary General Meeting" means a meeting of the membership, other than an Annual 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 who are Directors, appointed by the Board.

viii. "Director" 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

~~"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.~~ (Covered/edited in 2B and C)

xi. "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~~three classes of membership:
- i. Regular membership is limited to persons fifty-five (55) years of age or older and to their ~~spouse~~partner, regardless of their partner's age.
 - ii. Permanent membership is automatically granted to members on their 90th birthday.

~~iii.~~ Life Membership, at the Board's discretion, is granted at an Annual General Meeting, for Members who have shown an exceptional commitment to the Association.

- B. To be a regular member one ~~must pay the membership fee.~~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.C.~~ Membership ceases for any person who fails to pay the annual fee by January 2nd required membership fee, until a new membership is purchased.

- ~~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.D.~~ Regular, ~~and~~ permanent and life 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.~~

(Moved/edited in new Article 9)

E. Centre employees, contractors and instructors may be ~~regular~~ members but cannot run as Officers or Directors.

F. 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.

i. Nominations for Board positions close on February 28th.

ii. The President of the Association shall preside as Chairperson at all Annual and Extraordinary General meetings. In the absence of the President, the Vice President shall Chair the meeting. If neither is present, the Board will appoint a Board member to Chair the meeting.

The Annual General Meeting agenda ~~is to~~ includes:

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 nNotice is given, an Extraordinary General Meeting may be called by the Board or by any 25 members.

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-six~~ (96) and not more than ~~eleven-eight~~ (118) 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.

~~C.D.~~ No more than five (5) one-year terms may be served.

~~D.E.~~ The President may not be appointed by the Board ~~be elected for more than three for longer than four years consecutive one-year terms.~~

~~E.F.~~ Any vacant position on the Board ~~is to~~ may be filled by a person appointed by the Board, and the person or persons so appointed holds office for the remaining term

~~F.G.~~ An Officer or Director may be removed from the Board by a special resolution

of the Membership passed at a-an Annual General Meeting or an Extraordinary 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.

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.~~

This is Operational.

D.C. 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.D. A quorum of the Board is five members of which no fewer than two (2) are to be Officers.

F.E. The President, or if unavailable, the Vice President, is the Chief Officer of the Society. The President is an ex officio member of all Board committees. ~~except the Nominating Committee.~~

G.F. 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~~ the Executive Director.

H.G. Minutes of the Society are recorded by the Secretary, or Acting Secretary, and maintained by the Secretary.

I.H. 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.I. 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.J. 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.K. 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.

M.L. 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 at or before the December Board meeting, 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.~~

~~i. If nominations are being sought, starting in January, the Nomination Committee shall advertise throughout the Centre and in the Newsletter. Interested candidates must meet with the Committee no later than February 28th.~~

~~ii. The Committee will review each nominee, considering the qualifications, skills, knowledge and experience of the nominee which complements the Board composition.~~

~~iii. If the Committee determines that there is one or more than one nominee that should be recommended to stand for election, the Committee will recommend to the Board the nominee(s).~~

~~iv. The Board will approve or decline the nominees, if any.~~

~~v. At the next Annual General Meeting, the Board will present the nominees they have accepted, if any, to stand for election as Directors.~~

~~vi. No nominations may be made from the floor of the General Meeting at which the Directors are to be elected.~~

C. To be eligible for election, a nominee must:

i. be a regular, -permanent or life -member.

ii. provide written acceptance of the nomination ~~iii.~~ iii. ~~iii.~~ —not be a paid employee of the society. ~~iii.~~ iv. Meet the eligibility requirements of the B Societies Act

D. 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.

E. ~~In all cases, a contested election is decided by ballot by a simple majority of votes cast.~~

F. ~~The result of votes cast for each candidate will be announced to the members.~~

G. ~~A motion will be made to destroy the ballots at the conclusion of elections and an officer appointed to do so.~~ ***Moved/Edited in new Article 9**

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 BC Societies Act, the Constitution or, the Bylaws.

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 an Extraordinary 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 filing its acceptance ~~by~~with the BC Societies Registrar ~~of the Societies Act in Victoria~~.

Article 9 – Voting Procedures at an Annual or Extraordinary General meeting

A. Only members in good standing shall be entitled to vote.

A.B. Proxy votes are not allowed.

A.BC. If only one candidate is nominated for and accepts the position for an available vacancy, the Chair shall declare the candidate elected by acclamation.

~~D. In the event that one or more Officer positions remain vacant, nominations from the floor at an Annual General Meeting will be allowed to fill the vacancy.~~

E. In the event of more than one candidate nominated for a position a vote must occur with each candidate afforded five minutes to address the members before the vote.

i. The President shall appoint at least two “tellers” (non-candidates) to count ballots.

ii. Tellers shall distribute one ballot to each member in good standing.

iii. Voting shall be conducted by secret ballot to ensure member privacy and the integrity of the results.

iv. Tellers shall move to a private area to count the ballots. Any ballot that is ineligible, marked for more candidates than positions, or contains identifying marks shall be deemed spoiled and not counted.

v. The candidate with the highest number of votes shall be declared the winner.

vi. The Chair shall announce the name(s) of the successful candidate(s) but is not required to announce a specific vote count unless a motion to do so is passed by the membership.

vii. To ensure impartiality, if the current Chair is a candidate where a ballot vote is required, they must “step down” from the Chair during the specific election. The Board shall appoint a neutral Election Chairperson (such as a Board member being acclaimed or leaving) to conduct the voting. Once the results of the vote are announced, the regular Chair shall resume presiding over the remainder of the meeting.

viii. The Tellers shall destroy the ballots at the conclusion of the meeting.