

Constitution of the LANGLEY SENIOR RESOURCES SOCIETY (the “Society”)

(New 2016 *Societies Act* format)

1. The name of the Society is “LANGLEY SENIOR RESOURCES SOCIETY”.
2. The purposes of the Society are to provide seniors and chronically disabled adults and their extended families with services and facilities appropriate to their physical, emotional, social and educational well-being, that they might enjoy lives of dignity, hope, security and meaning and to allow them to live as independently as desired.

More specifically, purposes will be to provide:

- A. a “therapeutic community” which encourages participants to maintain or improve their level of functioning (physical, mental, emotional and social), while reducing isolation.
- B. emotional and physical relief and support for relatives of disabled adults living at home through day programs, thus preventing family breakdown and unnecessary early placement of the disabled adult in an institution.
- C. recreational services and programs for well and active seniors, fostering participation in physical and mental activities with peers.
- D. an atmosphere of ongoing board, staff and volunteer development and upgrading.

Bylaws of the LANGLEY SENIOR RESOURCES SOCIETY (the “Society”)

(New 2016 *Societies Act* Format)

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

- (a) “Act” means the Societies Act of the Province of British Columbia as amended from time to time;
- (b) “registered address” of a member means his or her address as recorded in the register of members, and may include his or her electronic mail address;
- (c) “Board” means the directors of the Society;
- (d) “Bylaws” means these Bylaws as altered from time to time; and
- (e) “Members’ Code of Conduct” means the Code of Conduct policy document for members, as amended by the Board from time to time.

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 An individual may apply to the Board for membership in the Society, and the individual becomes a member of the Society in accordance with these Bylaws, on the latter of:

- (a) 60 days following the application being made, or
- (b) the Board’s acceptance of the application.

Membership classes

2.2 (a) The Society shall have two classes of membership, a Recreation Member and a Society Member. Each is a “member” within the meaning of these Bylaws.

(b) To be a Recreation Member, the member must be at least 50 years of age. Only a Recreation Member in good standing may participate in the activity or club functions of the Society. New applicants may participate as a Recreation Member upon registration.

(c) To be a Society Member, the member must be at least 20 years of age.

Amount of membership fees

2.3 The annual membership fees for Recreation Members and Society Members shall be determined by the Board.

Dated August 2016

Membership expiry

2.4 Every membership shall run to December 31 of each year. To maintain a membership in good standing, a member must renew their membership and pay the prescribed membership fee on or before the end of each calendar year.

Transfer of memberships

2.5 Memberships are not transferable from one person to another.

Duties of members

2.6 Every member must uphold the Constitution of the Society and must comply with these Bylaws, as well as adhere to the Members' Code of Conduct.

Member not in good standing

2.7 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. A member is not in good standing if they have been disciplined or expelled by the Board.

Member not in good standing may not vote

2.8 A member who is not in good standing may not vote at an annual general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.9 A person ceases to be a member of the Society:

- (a) if the person is not in good standing for more than three consecutive months;
- (b) by delivering their resignation in writing to the Secretary of the Society;
- (c) on his or her death;
- (d) on being expelled.

Expulsion or suspension

2.10 A member may be disciplined or expelled from the Society by a resolution of the Board passed by at least $\frac{3}{4}$ of the votes cast. The person who is the subject of the proposed suspension or expulsion will be given written notice of the proposed discipline or expulsion, including reasons, and will be given a reasonable opportunity to make representations to the Board before the Board votes on the discipline or expulsion.

Part 3 – General Meetings of Members**Time and place of General Meetings**

3.1 General meetings shall be held at the time and place that the Board decides.

Extraordinary General Meeting

3.2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

Ordinary business at General Meetings

3.3. Ordinary business at a general meeting is:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements presented to the meeting;
- (c) consideration of reports, if any, of the directors;

- (d) consideration of reports, if any, of the auditor;
- (e) the election or appointment of directors;
- (f) the appointment of the auditor, if required; and
- (g) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.4 (a) Notice of a general meeting shall specify the place, day and time of the meeting, and, in case of special business, the general nature of the 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.
- (b) Notices are to be delivered no less than 21 days prior to the date of the general meeting.
- (c) 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.

Chair of General Meeting

- 3.5. At a general meeting:
The following individual is entitled to preside as the chair of the meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) the president;
 - (c) the vice-president, if the president is unable to preside as chair;
 - (d) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as chair; or
 - (e) if no individual referred to above is able to preside as chair within 30 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as chair.

Quorum for General Meetings

- 3.6 (a) Business, other than the election of the chair of a meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- (b) The quorum for transaction of business at a general meeting is 3 voting members or 5% of the total registered voting members for the meeting, whichever is greater.
- (c) If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (i) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (ii) in any other case, the meeting stands adjourned, subject to rescheduling as determined by the Board.
- (d) If at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.7. The chair of a general meeting may, or, if so directed by a majority of the voting members present at the time, must, adjourn the meeting from time to time and 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

3.8. 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 90 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meetings

3.9. The order of business at a general meeting is as follows:

- (a) announce, or if necessary, elect an individual to chair the meeting;
- (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 fiscal year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if required;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of the meeting;
- (h) terminate the meeting.

Methods of voting

3.10 At a general meeting, voting on general business and resolutions, except for the election of directors, is by a show of hands. Voting for the election of vacant director positions will be by secret ballot if requested by more than 10 voting members present at the general meeting, otherwise by a show of hands.

Vote by chair of meeting

3.11 Voting on resolutions at a general meeting shall exclude the chair of the meeting. In cases where there is a tied vote, the chair of the meeting will cast the deciding vote on the resolution.

Entitlement to vote

3.12 A member eligible to vote at a general meeting is entitled to one (1) and only one vote on each resolution.

Proxy voting

3.13 Voting on resolutions by proxy is permitted provided that such proxy must be delivered to the Society secretary by no later than 3 p.m. on the 5th business weekday prior to the date of the general meeting.

Announcement of results

3.14 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.

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 threshold than the threshold for an ordinary resolution.

Part 4 – Directors and Officers

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 directors.

Length of director terms

4.2 Directors may serve a total of 3 consecutive three year terms (9 years) and after a one year hiatus, shall be eligible for re-election. This restriction may be waived by special resolution of the members on a case by case basis.

Election or appointment of directors

- 4.3
- (a) At each general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board. Any agency or employee of such agency that has a contractual arrangement with the Society will not be permitted to be a director.
 - (b) Prospective directors are required to be nominated prior to being elected and first time nominees shall be present at the meeting to provide background information on their experience.
 - (c) The Board may, at any time, appoint a member as a director to fill a vacancy on the Board. A director so appointed to fill a vacant position will hold office only until the next general meeting date.
 - (d) Once elected or appointed, directors are required to maintain membership in the Society, either as a Society Member or Recreation Member.

Directors' powers

4.4 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by any statute or otherwise lawfully directed or required to be exercised, but will be subject to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) policies and regulations, not being inconsistent with these bylaws which are made from time to time by the Society.

Assumption of Duties

4.5 Directors shall assume their official duties from the date of appointment at the general meeting they are elected.

Removal of director

4.6 The members by special resolution may remove a director before the expiration of their term, and may elect a replacement to complete the term of office.

Remuneration of directors

4.7 No director shall be remunerated for being or acting as a director, but the Society may reimburse a director for expenses necessarily and reasonably incurred by the director in performing his or her duties as a director.

Part 5 – Proceedings of Directors

Calling directors' meetings

5.1 Directors' meetings may be called by the president or by any other 4 directors.

Notice of directors' meetings

5.2 At least one week's notice of a directors' meeting must be given unless all of the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they see fit. Directors may participate in directors' meetings by teleconference or online access.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting will be of a minimum of 3 directors.

Chair of meetings

5.6 The president will be the meeting chair. In the president's absence, the vice-president shall chair the meeting. In the absence of the president and vice-president, one of the other directors may chair the meeting.

Minutes of meetings

5.7 Minutes will be recorded for all directors' meetings for which notice was given, including resolutions raised and voted on.

Director meeting resolutions

5.8 Resolutions raised at director's meeting shall be decided by majority vote of the directors in attendance that particular meeting. The chair of the meeting will not cast a vote unless the vote is tied; in which case the chair will cast the deciding vote.

Absence of directors

5.9 A director who will be absent for a period of time exceeding one month shall notify the secretary indicating time periods they will not be participating in Society business.

Part 6 – Board positions

Election or appointment to Board positions

6.1 The directors at their first meeting after the annual general meeting will elect or appoint the following officers of the Society for terms expiring at the next annual general meeting date:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the officer positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the Board Chair and is responsible for supervising the other officers and directors in execution of their duties.

Role of vice-president

6.4 The vice-president is Vice Chair and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The 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;
- (e) filing the annual report of the Society and making any other filings with the registrar.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is 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.

Delegation of responsibilities

6.8 The president may delegate authority and responsibilities to the other officers and directors,

subcommittees and the Executive Director as they see fit. All subcommittees, officers, directors and the Executive Director will report regularly on activities at the meetings of the directors.

Part 7 – Seal and Signing Authority

Usage of seal

7.1 The common seal shall be affixed only when authorized by a resolution of the directors.

Signing authority

7.2 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;
- (b) if the president is unable to provide a signature, by the vice-president together with one other director;
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Borrowing

Issuing of debenture

8.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

Special resolution to issue debenture

8.2 No debenture shall be issued without the sanction of a special resolution.

Restriction of borrowing powers

8.3 The members may by amending these bylaws, restrict the borrowing powers of the directors.

Part 9 – Notices to Members

Form of notice delivery

9.1 A notice may be given to members, either personally at the Society, by mail at their registered address or by electronic means to their registered email address.

Deemed delivery of notices

9.2 Notices sent by mail shall be deemed to be delivered on the fifth day following the date that the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canada Post office receptacle.

Notice of general meetings

9.3 Notices of general meetings shall be given to every member in good standing shown on the register of members up to the day before the notice is sent. The auditor shall be provided notices of general meetings.

Part 10 – Bylaws

Member entitlement to Bylaws

10.1 On being admitted to the membership, each member is entitled to receive without charge, a copy of the constitution and bylaws of the Society or a website address which contains the Society's current constitution and bylaws.

Part 11 – Purposes and Operations

Purposes of Society

11.1 The purposes of the Society shall be carried out without pecuniary gain to its members or directors and no dividends shall be declared or paid; any income, profits or accretions to the Society shall be used in promoting and effecting its purposes.

Operations of the Society

11.2 The operations of the Society are to be chiefly carried out on, in and about the areas covered by the City of Langley and Township of Langley in the Province of British Columbia.

Part 12 – Dissolution

Dissolution of Society

12.1 Upon dissolution or final cessation of the affairs and undertaking of the Society, all its remaining assets, after payment of debts, outstanding liabilities and obligations, shall be transferred and distributed to such one or more recognized charitable organizations in Canada (whether incorporated or unincorporated) carrying on work allied to one or more of the objects of the Society as members shall so decide, provided that such organization referred to in this paragraph shall be a charitable trust recognized by the Canada Revenue Agency, as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. This clause was previously an unalterable clause in the Constitution of the Society.