

**SOCIETIES ACT**

**BYLAWS**

**OF**

**RUTLAND SENIOR CENTRE SOCIETY**

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**BYLAWS OF  
RUTLAND SENIOR CENTRE SOCIETY**

**Part 1 – Interpretation**

**1.1 Definitions**

- (1) In addition to the capitalized terms defined elsewhere in these Bylaws, the following terms have the following meanings:
- (a) **"Act"** means the *Societies Act* of British Columbia as amended from time to time;
  - (b) **"Board"** or **"Board of Directors"** means the directors of the Society for the time being, acting as a body;
  - (c) **"Bylaws"** means these Bylaws as altered from time to time;
  - (d) **"Director"** means a director of the Society for the time being;
  - (e) **"general meeting"** includes an annual general meeting and a special general meeting;
  - (f) **"Registered Address"** of a member means the member's address as recorded in the Register of Members; and
  - (g) **"special resolution"** means any of the following:
    - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members; or
    - (ii) a resolution consented to in writing by all of the voting members.
- (2) The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
- (3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

**1.2 Headings**

- (1) The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

**1.3 Conflict with Act or Regulations**

- (1) 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, shall prevail.

## Part 2 – Members

### 2.1 Membership

- (1) The members of the Society are the applicants for incorporation of the Society and those individuals who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.

### 2.2 Restrictions on Membership

- (1) Membership in the Society is restricted to individuals who are 50 years of age or older.
- (2) No organization, corporation, firm, partnership, or other entity is eligible for membership in the Society.

### 2.3 Application for Membership

- (1) An individual may apply to the Board for membership in the Society by mailing or delivering to the address or e-mail address of the Society a completed application for membership in the form designated by the Board from time to time, or if no form has been designated, by a request in writing.
- (2) An individual who has applied for membership pursuant to Section 2.3(1) becomes a member on the Board's acceptance of the application.

### 2.4 Membership Freeze

- (1) New memberships will not be accepted during the month of May each year.
- (2) The Directors may, at any time, further postpone the consideration of all or some applications for membership.

### 2.5 Membership Dues

- (1) The Directors may determine the lifetime or annual membership dues, if any.
- (2) The Directors may waive, in whole or in part, membership dues for any member.
- (3) Each person seeking membership must pay the required lifetime or annual membership fee and any other subscription or membership fee that may be set by the Directors from time to time.
- (4) Annual membership fees must be paid each year on or before the earlier of:
  - (a) the first activity attended by a member after June 1; or
  - (b) July 31,or such other date as the Directors may determine from time to time.

### 2.6 Visitors

- (1) An individual residing in the Regional District of Central Okanagan will be entitled to visit the Rutland Senior Centre (the "**Centre**") one time in any one calendar year. On the second visit, the visitor will be required to obtain a membership to visit the Centre.

- (2) Members may bring visitors from outside the Regional District of Central Okanagan to the Centre, and such visitors will not be required to obtain a membership but will be required to pay participation fees for any activity attended.

## **2.7 Voting Rights**

- (1) Subject to Section 2.10(2), all members of the Society are voting members of the Society and will be entitled to receive notice of and to attend all general meetings of the Society.
- (2) Each member in good standing present at a meeting of members is entitled to one vote.

## **2.8 Members' Obligations**

- (1) Every member must:
- (a) uphold the Constitution of the Society and comply with these Bylaws;
  - (b) adhere to the Society's Code of Conduct as established and amended by the Board from time to time; and
  - (c) inform the Secretary, in writing, of any changes to their contract information including their phone number, address, and e-mail address for the purpose of receiving notices from the Society.

## **2.9 Membership List**

- (1) No individual may distribute or sell the Society's membership list to any other individual or organization, except as authorized by the Board.

## **2.10 Members Not in Good Standing**

- (1) A member is not in good standing if the member fails to pay the member's membership dues or any other amounts owing by the member to the Society, and the member is not in good standing for so long as the outstanding debt remains unpaid.
- (2) A voting member who is not in good standing:
- (a) may not vote at a general meeting;
  - (b) will not be included in quorum for purposes of a general meeting; and
  - (c) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **2.11 Termination of Membership**

- (1) A member's membership in the Society terminates when:
- (a) the member resigns by delivering a resignation in writing to the Society by mailing or delivering it to the address or the e-mail address of the Society;
  - (b) the member dies, in the case of an individual;
  - (c) the member dissolves, in the case of a member other than an individual;

- (d) the member has been not in good standing for a period of six months; or
- (e) the member has been expelled in accordance with Section 2.12;

## **2.12 Expulsion of Member**

- (1) A member may be expelled by a resolution of the Directors passed at a Directors' meeting, provided the following requirements have been met:
  - (a) the Directors have appointed a panel of three Directors to investigate the proposed expulsion and make a recommendation to the Board of Directors;
  - (b) the Directors have sent the member who is the subject of the proposed expulsion a notice of expulsion accompanied by a brief statement of the reasons for the proposed expulsion; and
  - (c) the member who is the subject of the proposed expulsion has been given an opportunity to be heard by the panel before the resolution is put to a vote.
- (2) For greater certainty, the Board of Directors may accept or reject the panel's recommendation, as the Board sees fit.

## **Part 3 – Meetings of Members**

### **3.1 General Meetings**

- (1) General meetings of the Society must be held at the time and place that the Board determines.
- (2) Every general meeting, other than an annual general meeting, is a special general meeting.
- (3) A special general meeting may be convened by the Board of Directors at such time and place as deemed appropriate by the Board.
- (4) A special general meeting may be requested by 10% or more of the voting members of the Society by submitting a request to the Society in accordance with the Act.

### **3.2 Annual General Meetings**

- (1) The first annual general meeting of the Society must be held in the calendar year following the date of incorporation and after that, an annual general meeting must be held at least once in every calendar year.

### **3.3 Notices**

- (1) Written notice of a general meeting must be sent to every member of the Society at least 14 days before the meeting, but not more than 60 days before the meeting.
- (2) Notice of a general meeting must specify:
  - (a) the place, date, and time of the meeting;

- (b) the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to allow a member receiving the notice to form a reasoned judgment concerning that business; and
  - (c) the text of any special resolution to be submitted to the general meeting.
- (3) 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.

#### **Part 4 – Proceedings at General Meetings**

##### **4.1 Ordinary Business**

- (1) At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of the financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the Directors or auditor;
  - (d) election or appointment of directors;
  - (e) the appointment of the auditor, if any; and
  - (f) business arising out of the report of the Directors, which does not require the passing of a special resolution.

##### **4.2 Special Business**

- (1) Special business is:
- (a) all business conducted at a special general meeting except the adoption of rules of order; and
  - (b) all business conducted at an annual general meeting, except business classified as ordinary business under Section 4.1.

##### **4.3 Quorum**

- (1) Business, other than the appointment of the chair of the meeting and the adjournment or termination of the meeting, must not be conducted at a general meeting unless a quorum of voting members is present.
- (2) The quorum for the transaction of business at a general meeting is twenty-five voting members or a greater number determined by the members from time to time at a general meeting.
- (3) If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (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 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.
- (4) 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 present or until the meeting is adjourned or terminated.

#### **4.4 Chair of General Meeting**

- (1) Subject to Section 4.4(2), the President of the Society, the Vice President, or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- (2) If at a general meeting:
  - (a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President and all the other Directors present are unwilling to act as the chair,the members present must elect an individual present at the meeting to preside as the chair.

#### **4.5 Adjournment**

- (1) The chair of a general meeting may 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.
- (2) 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.
- (3) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### **4.6 Voting**

- (1) At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members.
- (2) Notwithstanding Section 4.6(1), if before a vote has taken place, two 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.
- (3) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (4) 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.
- (5) In the case of a tie vote, the chair of the meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.



- (6) 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.

#### **4.7 Voting by Proxy**

- (1) Voting by proxy is not permitted.

### **Part 5 – Directors**

#### **5.1 Number of Directors**

- (1) The Board of Directors will be composed of ten directors or a smaller number set by the directors from time to time, with such directors to be elected by the members of the Society in accordance with Section 5.4.

#### **5.2 New 2020 Directors**

- (1) The New 2020 Directors will be the eight individuals elected as Directors of the Society at the Society's annual general meeting to be held in 2020 (the "**2020 AGM**").
- (2) Of the New 2020 Directors, three will have an initial term of one year and five will have an initial term of two years.
- (3) For greater certainty, the two directors elected to serve a two-year term at the Society's 2019 annual general meeting will continue as Directors of the Society until the expiry of their term at the Society's 2021 annual general meeting.

#### **5.3 Term of Directors**

- (1) Commencing at the second annual general meeting following the 2020 AGM, all directors will be elected for a two-year term expiring at the close of the second annual general meeting after their election, and will be eligible for re-election for an unlimited number of terms.
- (2) The Directors will retire from office at the annual general meeting at which their successors are elected, at which point the new Directors will take office.

#### **5.4 Election of Directors**

- (1) Subject to Section 2.10(2), all voting members of the Society will be entitled to vote for the election of directors at a general meeting at which directors are to be elected.
- (2) Candidates for election as directors may only be nominated by:
- (a) the nomination committee, which committee will be appointed by the Board; or
  - (b) written notice (which may be a self-nomination) to the nomination committee delivered at least three weeks before the annual general meeting at which directors are to be elected, signed by at least one other member entitled to vote at the general meeting at which directors are to be elected.
- (3) Unless otherwise determined by the Board, there will be no nominations accepted at a general meeting at which directors are to be elected.

- (4) All submitted nominations will be screened by the nomination committee to ensure that such nominees qualify to act as a Director under the Act and have such other qualifications with respect to experience, skill, knowledge, and other qualities as the Board may establish from time to time.
- (5) An election must be by ballot, in the form designated by the Board.

### **5.5 Qualifications of Director**

- (1) To become, act, or continue to act as a director, an individual must:
  - (a) be 50 years of age or older;
  - (b) not have been found by any court to be incapable of managing his or her affairs;
  - (c) not be an undischarged bankrupt;
  - (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless certain conditions have been met; and
  - (e) have such other qualifications with respect to experience, skill, knowledge, and other qualities as the Board may establish from time to time.

### **5.6 Vacancy on Board**

- (1) 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, removal, death, or incapacity of a Director during the Director's term of office.
- (2) A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- (3) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of directors in office.

### **5.7 Removal of Director**

- (1) The members may, by special resolution, remove a Director before the expiration of his or her term of office and may elect a successor to complete the term of office.
- (2) The Board may, by a resolution passed at a meeting of Directors by at least 50% of the votes cast by the Directors, remove a Director before the expiration of his or her term of office, and appoint a successor to complete the term of office, on any of the following grounds:
  - (a) failing to attend:
    - (i) 50% or more of the meetings of Directors held in a calendar year; or
    - (ii) three consecutive meetings of Directors,  
whichever occurs first;
  - (b) failing to uphold the Constitution of the Society;
  - (c) failing to comply with these Bylaws;

- (d) failing to adhere to the Society's Code of Conduct, as established and amended by the Board from time to time;
- (e) failing to comply with Section 56 of the Act requiring a Director to disclose a direct or indirect material interest in a contract, transaction, or other matter that is the subject of consideration by the Directors;
- (f) failing at any time to meet the qualifications to be a director pursuant to Section 44 of the Act; or
- (g) engaging in conduct that the Director knows, or ought to know, would adversely affect the goodwill or reputation of the Society or its members.

## **5.8 Powers of Directors**

- (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
  - (a) all laws affecting the Society;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

## **5.9 Non-Political and Non-Sectarian Activities**

- (1) The Directors have a duty to ensure that all activities of the Society are non-political and non-sectarian.

## **5.10 Remuneration of Director**

- (1) A Director must not be remunerated for being or acting as a director and must not receive, directly or indirectly, any profits as Director, but must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- (2) Notwithstanding Section 5.7(1), the Board may from time to time set a limit on expenses or require prior approval for expenses above a certain threshold.
- (3) Subject to Act, the Society may pay remuneration to a Director for services provided by the Director to the Society in another capacity.

## **5.11 Disclosure of Conflict of Interest**

- (1) A director who has direct or indirect material interest in:
  - (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,

(each, a “**Conflict of Interest**”) must disclose the nature and extent of the conflict in accordance with this section and the Act.

- (2) A director who has a Conflict of Interest must:
  - (a) disclose fully and promptly to the other directors the nature and extent of the Conflict of Interest;
  - (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction, or matter referred to in Subsection 5.11(1);
  - (c) leave the directors' meeting, if any:
    - (i) when the contract, transaction, or matter is discussed, unless asked by the other directors to be present to provide information; and
    - (ii) when the other directors vote on the contract, transaction, or matter; and
  - (d) refrain from any action intended to influence the discussion or vote.

## **Part 6 – Board Positions**

### **6.1 Appointment to Board Positions**

- (1) The Board may, from time to time, appoint Directors to the following Board positions:
  - (a) President;
  - (b) Vice-president;
  - (c) Secretary; and
  - (d) Treasurer.
- (2) A Director, other than the President and Vice President, may hold more than one Board position.
- (3) Directors who are not appointed to the Board positions described in these Bylaws will be considered directors at large.

### **6.2 Role of President**

- (1) The President is the chair of the Board and presides at all general meetings and directors' meetings.
- (2) The President is responsible for supervising the other Directors in the execution of their duties.

### **6.3 Role of Vice-President**

- (1) The Vice-president is the vice-chair of the Board.
- (2) The Vice President is responsible for carrying out the duties of the President if the President is absent or unable to act.

#### **6.4 Role of Secretary**

- (1) 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, except where the Board appoints another individual to act as secretary at a meeting;
  - (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.
- (2) In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

#### **6.5 Role of Treasurer**

- (1) 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; and
  - (d) making the Society's filings respecting taxes.

### **Part 7 – Proceedings of Directors**

#### **7.1 Meetings of Directors**

- (1) The Directors may meet together for the conduct of business, adjourn, and otherwise regulate their meetings as they think fit, and meetings of the Directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the Directors may from time to time determine.
- (2) 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.
- (3) Directors may participate in any meeting by telephone conference call or in any manner by which all participants in the meeting can hear one another, and any Director so participating shall be considered to be present for the purposes of quorum and voting at such meeting.
- (4) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (5) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present, the Directors present may choose one of their number to be the chair at that meeting.

## **7.2 Voting**

- (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution does not pass.
- (3) A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (4) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

## **7.3 Committees**

- (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- (4) The members of a committee may meet and adjourn as they think fit.

## **Part 8 – Signing Authority**

### **8.1 Signing Authority**

- (1) A contract or other record to be signed by the Society may be signed as declared in any resolution of the Directors, or failing such declaration, then:
  - (a) by the President and the Vice-President;
  - (b) if the Vice-President is unable to provide a signature, by the President and one other Director;
  - (c) if the President is unable to provide a signature, by the Vice-President and one other Director,

provided that the two signatories are not related to each other.

## **Part 9 – Auditor**

- (1) This Part applies only if the Society is required or has resolved to have an auditor.
- (2) At each annual general meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

- (3) An auditor may be removed by ordinary resolution of the members.
- (4) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- (5) A Director or employee of the Society must not be its auditor.
- (6) The auditor may attend general meetings.

#### **Part 10 – Access to Records**

- (1) Subject to the Act and unless the Directors determine otherwise:
  - (a) in an effort to balance the need for transparency with the need for efficient management of the Society's operations, members of the Society will not be entitled to inspect or obtain a copy of any accounting records of the Society; however, all members will be entitled to receive a copy of the Society's year-end financial statements as required by the Act; and
  - (b) in an effort to protect the privacy of members and to encourage free and open debate and discussions among the Board, members of the Society will not be entitled to inspect or obtain a copy of records of proceedings of Directors of the Society.

#### **Part 11 – Notices to Members**

- (1) A notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member's registered address or e-mail address as recorded in the Register of Members.
- (2) Any such notice will be deemed to have been given and received by the member to whom it was addressed if personally, on delivery; if mailed, on the third business day following the mailing thereof; or if sent by electronic means, on successful transmission; but if at the time of mailing or between the time of mailing and the third business day thereafter there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered.
- (3) Notice of a general meeting must be given to:
  - (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor, if Part 9 applies.
- (4) No other person is entitled to receive a notice of a general meeting.

#### **Part 12 – Bylaws**

- (1) On being admitted to membership, each member is entitled to, and, upon request by a member, the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.
- (2) These Bylaws must not be altered or added to except by special resolution.