

BYLAWS ADOPTED AT MARCH 13,2024 General Meeting:

Society Incorporation Number: 50065802

Bylaws of Port Moody Seniors Friendship Society

Part 1 - Definitions and Interpretation

1.1 In these Bylaws, unless the context otherwise requires,

- (a) "Board" means the directors of the Society for the time being.
- (b) "Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- (c) "Registered address" of a member means their address as recorded in the register of members.
- (d) "day" shall refer to a calendar day, "week" to 7 days, "month" to a calendar month, and "year" to a calendar year. When used in reference to a current day or date, a 'week' shall refer to the same day of the week (ie: a Wednesday) , a 'month' shall refer to the same date of the month (ie: the 17th), and a 'year' to the same month and date of the year (ie: the 12th of September).

1.2 The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

1.3. Words imparting the singular include the plural and vice versa; and words imparting a male person include a female person and a corporation.

1.4. 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 – Membership

2.1 Any person, including a corporation, interested in the objects of the Society, may become a member by (a) applying to and being accepted by the Directors for membership in the Society and (b) paying such fees, if any, as may be determined by the Directors from time to time.

2.2 Each member shall uphold the constitution and comply with these Bylaws.

2.3 A person shall cease to be a member of the Society:

- (a) by delivering a written resignation to the secretary of the Society or by mailing or by delivering it to the address of the Society; or,
- (b) on death or in the case of a Corporation, on dissolution; or
- (c) on being expelled; or,
- (d) on having been a member not in good standing. 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.

2.4 Members may be classified as “Regular Members” or “Social Members”.

(a) “Regular Members” shall be required to pay membership dues, as determined, and shall be entitled to attend and vote at a General Meeting of the Society, and to attend events and activities of the Society at designated ‘member rates’.

(b) “Social Members” shall not be required to pay membership dues, and are not entitled to attend or vote at any General Meetings of the Society. Social Members may be restricted in participation, or subject to additional fees, for Society events and activities.

2.5 A “Regular Member” not in good standing may not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 A person’s “Regular Member” membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 - General Meetings of Members

3.1 General meetings of the Society shall be held at a time and place, in accordance with the Society Act, as the Directors decide.

3.2 Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.3 The Directors may, whenever they think fit, convene an Extraordinary General Meeting.

3.4 Notice of General Meeting

(a) Notice of a General Meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.

(b) 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.

3.5 Not less than 14 calendar days written notice of a General Meeting shall be given to each member of the Society in good standing.

3.6 An Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 - Proceedings at General Meetings

4.1 Ordinary business at general meeting:

- (1) the adoption of rules of order;
- (2) the consideration of the financial statements;
- (3) the report of the Directors;
- (4) the report of the auditor, if any;
- (5) the election of Directors;
- (6) the appointment of the auditor, if required;
- (7) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Notice of Special Business.

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business. Any extraordinary resolutions must be provided in writing along with the 14 days notice of the general meeting and the agenda.

4.3 Chair of General Meeting.

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the Chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) The President of the Society;
 - (ii) The Vice President, if the President is unable to preside as the chair;
 - (iii) One of the other directors present at the meeting if both the President and the Vice President are unable to preside as the chair.

4.4 Alternate Chair of the General Meeting.

If there is no individual entitled under these Bylaws able to preside as the Chair of a General Meeting within 15 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.

4.5 Quorum Required.

- (1) Quorum shall be met if at least 10 members in good standing are present;
- (2) If Quorum is not present within 30 minutes of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be terminated;
- (3) In any other case, if Quorum is not present within 30 minutes of the time appointed, the meeting shall stand adjourned to the same day in the next week, at the same time and place;
- (4) If Quorum is not met within 30 minutes of the appointed time for the 'reconvened' meeting, the members present constitute a quorum.

4.6 Quorum ceases to be present.

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.

4.7 Adjournment of General Meeting.

A general meeting may be adjourned 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.

4.8 Notice of continuation of adjourned General Meeting.

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.

4.9 Order of business at a General Meeting.

The order of business at a General Meeting is as follows:

- (1) Elect an individual to chair the meeting, if necessary;
- (2) Determine that quorum is present;
- (3) Approve the agenda;
- (4) Approve the minutes from the last general meeting;
- (5) Deal with unfinished business from the last general meeting;
- (6) If the meeting is an Annual General Meeting –
 - a. Receive the Directors Report on the financial statements of the Society for the previous financial year, and the auditors report, if any, on those statements;
 - b. Receive any other reports of Director's activities and decisions since the previous Annual General Meeting;
 - c. Elect or appoint Directors;
 - d. Appoint an auditor, if any;
- (7) Deal with new business, including any matters about which notice has been given to the members in the Notice of Meeting;
- (8) Terminate the meeting.

4.10 Methods of Voting.

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, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by secret ballot. A member in good standing present at a meeting of members is entitled to one vote.

In case of an equality of votes (a tie vote), the person presiding at the meeting shall not have a casting or second vote in addition to the vote to which such person may be entitled as a member, and the proposed resolution shall be deemed to have not passed.

4.11 Announcement of result of voting.

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.

4.12 Proxy voting is not permitted.

Voting by proxy is not permitted, all members shall be required to cast their individual votes.

4.13 Matters decided at General Meeting by Ordinary Resolution.

A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold of an ordinary resolution.

These Bylaws shall not be altered or added to except by special resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting members.

No resolution proposed at a meeting need be seconded, and any member in good standing present at the meeting, may move or propose a resolution.

Part 5 - Directors

5.1 The Society must at all times have at least 3 Directors, and those 3 Directors must fill the roles of President, Secretary, and Treasurer.

5.2 Subject to (5.1) , the Directors may, from time to time, increase or reduce the number of Directors to meet the needs of the Society.

5.3 An employee of the Society is not eligible to be elected or appointed as a Director.

5.4 The Directors shall retire from office at each Annual General Meeting when their successors shall be elected.

5.5 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy that arises on the Board because of the resignation, death or incapacity of a Director during the Director's term of office.

5.6 A Director so 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.

5.7 The members may by special resolution remove a Director before the expiration of the term of office of that Director, and may a successor to complete the term of office.

5.8 Subject to the Society Act and the constitution and Bylaws of the Society, the Directors:
(1) must manage, or supervise the management of, the affairs of the society, and,
(2) may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not directed or required to be exercised or done by the Society in General Meetings.

5.9 In exercising the powers and performing the functions of a Director, a person must act honestly and in good faith and in the best interests of the Society and display the care, diligence and skill of a reasonably prudent person.

5.10 A Director who is, directly or indirectly, interested in a proposed contract or financial transaction with the Society must disclose fully and promptly to each of the other Directors the nature and extent of such Director's interest.

5.11 A Director must not be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

6.1 A Director's meeting may be called by the President or by any 2 other Directors.

6.2 At least 2 days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

6.3 The Chairperson of the Board shall preside at all meetings of the Directors; but if at any meeting the Chairperson is not present 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to preside at that meeting.

6.4 The quorum for the transaction of business at a Director's meeting is a majority of the Directors.

6.5 A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.

6.6 The accidental omission to give notice of a Director's meeting to a Director, or the non-receipt of a notice by a Director does not invalidate proceedings at the meeting.

6.7 Questions arising at any meeting of the Director's meetings shall be determined following the process described in item 4.10 Methods of Voting.

6.8 A resolution in writing signed by the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Indemnification of Directors and Officers

7.1 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Officer against any liability incurred as such.

Part 8 – Board Positions

8.1 Election and appointment to Board Positions.

Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer
- (5) Director at Large

(Directors who are elected or appointed to positions on the Board in addition to the positions noted in these Bylaws are elected or appointed as Directors at Large. The number of Directors at Large will be determined by the Board and the Members at the Annual General Meeting.)

8.2 Past President.

The immediate Past President will become a non-elected, non-voting member of the Board whose role will be advisory to provide continuity and valuable historical context to the planning and discussions of the Board.

8.3 Role of President.

The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

8.4 Role of Vice President.

The Vice President is the Vice Chair of the Board and is responsible for carrying out the duties of the President, if the President is unable to act in their role.

8.5 Role of Secretary.

The Secretary is responsible for maintaining the records of the Society, including minutes, filings, official correspondence, and other documentation required under the Act or other regulations.

The Secretary shall:

- (1) issue notices of meetings of the Society and Directors, or cause them to be issued;
- (2) keep minutes of the meetings of the Society and Directors or cause them to be kept;
- (3) have custody of all records and documents of the Society;
- (4) conduct the correspondence of the Board;
- (5) maintain the register of members or cause it to be maintained;
- (6) file the Annual Report of the Society and other filings required by the Society under the Act;

In the absence of the Secretary from a meeting the directors shall appoint another person to act as Secretary at the meeting.

8.5 Role of Treasurer.

The Treasurer is responsible for doing, or making the necessary arrangement for, the following:

- (1) Receiving and banking monies collected from the members or other sources
- (2) Keeping accounting records in respect of the Society's financial transactions.
- (3) Preparing the Society's financial statements.
- (4) Making the Society's filings respecting taxes.

9. Remuneration of Directors and Signing Authority

9.1 These Bylaws do not permit the Society to pay a Director remuneration for being a Director but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

9.2 Signing Authority.

A contract or other record to be signed by the Society must be signed on behalf of the Society by:

- (1) The President, together with one other Director;
- (2) If the President is unable to provide a signature, then by the Vice President together with one other Director;
- (3) If the President and Vice President are BOTH unable to provide a signature, then by any 2 Directors; OR,
- (4) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 10 – Committees

10.1 The Board may determine from time-to-time advisory committees of the Society to do further research, study and make recommendations on issues affecting the Society.

10.2 The Board may establish 2 types of Committees:

- (i) Standing Committees – that will exist on a longer-term basis to provide advice and recommendations to the Board as determined necessary by the Board.
- (ii) Ad Hoc Committees – that will exist to provide the Board with advice and recommendations on specific issues on a specific timeline.

10.3 Every committee shall include at minimum 2 Directors: one Director as Chair, and a second Director as Alternate Chair.

10.4 If the committee is to be making recommendations to alter the bylaws of the Society, then each committee shall also include at minimum 2 members of the Society in good standing, who are not currently members of the Board.

10.5 The Board will determine the mandate and required timeframe of committees and set the total number of members and make member and Director appointments.

10.6 Each member of a committee shall have an equal vote on resolutions to be adopted by the committee, and all resolutions voted on shall be reported back to the Board with the outcome of voting at the committee. Voting at Committee meetings shall adhere to the process noted in 4.10 Methods of Voting.

10.7 The President of the Society is a de Facto member of all committees, with full rights of a committee member.

10.8 The Chair, or in their absence the Alternate Chair, of each committee shall be responsible for scheduling of committee meetings, agendas and minutes.

10.9 Standing committees shall report to the Board at minimum on an annual basis at least 45 calendar days prior to the Annual General Meeting of the Society, or more frequently as directed by the Board.

10.10 Ad Hoc committees shall report back to the Board with recommendations as set out in their establishment within a maximum of 180 days unless otherwise directed by the Board.

10.11 Any resources or costs incurred by the committees must be submitted to and pre-approved by the Board.

Part 11 Notices to Members

11.1 A notice may be given to a member:

- (1) personally or
- (2) by mail addressed to such member at the member's registered address, or
- (3) if the member has designated an address for such purpose, by electronic mail.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which 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 Canadian post office receptacle.

11.3 Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given and
- (b) the auditor, if one is required.

11.4 No other person is entitled to receive notice of general meeting.

Part 12 - Bylaws

12.1 On being admitted to membership, a member is entitled to and the Society shall give such member, without charge, a copy of the constitution and Bylaws of the Society.

12.2 These Bylaws shall not be altered or added to except by special resolution.