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BY-LAWS

BY-LAW I MEMBERSHIP

1. Membership Year and Annual Dues

Annual membership year shall commence on or before the first day of September.

Annual membership dues are payable on the first day of September.

Dues for new members joining after September 30 will be pro-rated for the months remaining in that membership year.

All members of the Corporation in good standing shall have the right to vote on the business of the Corporation.

2. Membership

A member is a Canadian resident who supports the aims and objects of the Corporation who is interested in participating in the activities sponsored by the Corporation, who has attained the age of 50 years, and who has paid the annual membership dues. A person who has not attained the age of 50 may be accepted as a member if his or her application for membership is approved by the Board of Directors.

3. Rights and Privileges

The rights and privileges conferred by membership in the Corporation include:

- (a) The use of the facilities of the Centre, including participation in its sponsored activities.
- (b) The right to attend, participate in and vote at Annual Meetings.
- (c) The right to make a proposal that may include nominations for the election of directors if the proposal is signed by not less than 5% of the membership.

These rights and privileges are personal to members and are not transferrable, except in the exercise of votes by proxy.

4. Suspension of Membership

A member may be suspended for conduct disruptive to other members of the Corporation, or for actions contrary to the By-laws of the Corporation. Any member subject to suspension shall be notified in writing by the Board of Directors that a fifteen day period exists, during which a hearing, if requested, may be held not less than five days, before the Board to discuss and

review the circumstances leading to the suspension. The decision of the Board to confirm or lift the suspension shall be communicated to the member promptly in writing.

5. Reinstatement of Membership

Membership lapsed for non-payment of dues can be reinstated by payment of the full dues for the year.

6. Lifetime Achievement Award

A Lifetime Achievement Award provides a unique opportunity to acknowledge those members who perpetuated the Mission and Objects of the Centre. Recipients receiving this Award will no longer be required to pay the regular annual dues in the future.

BY-LAW II DIRECTORS

1. Powers and Duties

The Corporation shall be managed by a Board of Directors of not fewer than ten (10) Directors, who shall be elected by the general membership.

The Board of Directors, in the name of the Corporation, shall make, or cause to be made, such contracts and agreements, and shall exercise all such powers and do such other acts as outlined in the Statement of Objects in the Articles of Incorporation, issued on the second day of March 1987, and Articles of Amendment of the Corporation and the By-Laws. These include authorizing major expenditures, the approval of hiring staff and instructors, delegating duties to officers and committees, approving financial statements, co-ordinating the work of the Corporation, carrying out the policies and directives from general membership meetings, and managing the Corporation in the interest of its members.

2. Election

- (a) The term as a Director of the Board shall be four years maximum.
- (b) A Director may be re-elected or re-appointed.
- (c) Candidates for election as Directors shall have been members of the Corporation for at least ninety days before the date of their election.

3. Vacancies

Vacancies which occur during the year, for any reason, shall be filled by the Board appointing an eligible member from the general membership. This appointment shall be held until the following Annual Meeting, at which time such appointee shall be eligible to stand for election. If at any time the number of members on the Board shall fall below the minimum required to form a quorum, a Special Meeting of members shall be called to fill the vacancies at the earliest possible date.

4. Board Meetings

The Board of Directors shall meet as often as necessary to carry out their duties, but at a minimum of every second month, at a time and place designated by the Board. Special

meetings may be held at the request of the President, or of three other Directors of the Board. Minutes of the decisions and proceedings at the meetings shall be kept in the Minute binder.

5. Notice of Meetings

Notice of all meetings of the Board of Directors shall be given to each Director electronically or by other means of public communication.

6. Presiding Officer

All meetings of the Board of Directors shall be presided over by the President or, in his absence, one of the Vice-Presidents or a designated Director.

7. Voting at Board of Directors Meetings

All decisions made by the Board shall be by a majority vote.

8. Quorum

A quorum shall consist of a majority of the Board membership but in any case not fewer than five members. No business shall be conducted in the absence of a quorum.

9. Removal

(a) A Director may, by a two-thirds vote of all other Board Directors, after a full and proper hearing, or an opportunity thereof, shall be removed from the Board for non-performance of duties, malfeasance, or for conduct prejudicial to the interests of the Corporation.

(b) A Board Director who has been absent for three consecutive meetings without sufficient cause, as determined by a majority of the Board, shall be considered as having resigned from the Board.

10. Committee Membership

Each member of the Board, with the exception of the President and the Secretary, shall serve on at least one Standing Committee other than the Executive Committee.

BY-LAW III OFFICERS

1. Executive Committee

The Officers of the Corporation shall be the President, the Vice-Presidents, the Secretary and Treasurer, and they shall be elected for a term of one year. The Officers shall be elected by and from within the membership of the incoming Board of Directors at the first Board meeting immediately after the Annual Meeting. The Chair for this election shall be the most recent Past President and, if none is available, shall be the Chair of the Nominating Committee.

All Officers must be elected members of the Board of Directors.

An immediate Past President of the Corporation, who is not a current Board Director, shall be an ex-officio member of the Board for the year(s) immediately after ceasing to be President, but shall have no vote in Board proceedings, nor shall be counted as part of the quorum required to conduct business.

2. **General**

- (a) The term of appointment for the office of President shall be one year, with eligibility for re-election to the same office for up to three further consecutive years. The term of appointment for other officer positions shall be one year with eligibility for re-election to the same office for further consecutive years. No officer shall fill more than one position on the Board at any one time.
- (b) The Executive Committee, consisting of the five Officers, shall meet at the call of the President, or upon the request of any two members of said Committee. The Committee shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the management of the Corporation. During intervals between meetings of the Board of Directors, the Executive Committee shall exercise the administrative powers of the Board. Matters of policy determined by the Executive Committee between Board meetings shall be submitted to the Board at its next meeting for approval. Meetings of the Executive Committee may be called into "Executive Session", during which time only members of the Committee and such individuals recognized by the President shall be included.
- (c) All Officers of the Corporation shall perform the duties customarily attached to their respective offices, and such other duties incidental thereto as are delegated to them by the By-laws, or as may be assigned to them by the Board of Directors.

3. **President**

The President is the Chief Executive Officer of the Corporation, and shall preside over all meetings of the Board of Directors, the Executive Committee and Annual Meetings, and shall be the ex-officio member of all committees of the Corporation (except the Nominating Committee). The President shall also ensure that all orders of the Board of Directors and the Executive Committee are put into effect.

4. **Vice-Presidents**

In the absence of the President, one of the Vice-Presidents shall preside over meetings of the Corporation and perform the duties of the President. The Vice-President shall be willing to assume the duties of the president when required. A Vice-President may also be required to head a special committee at the request of the Board of Directors or the President.

5. **Secretary**

The Secretary shall give, or cause to be given, notice of all meetings of members, Board of Directors and the Executive Committee, and shall record the Minutes of all proceedings in the books of the Corporation kept for that purpose. The Secretary shall also assist the presiding officer with the management of proxy voting, and handle such correspondence as directed by the Board.

6. **Treasurer**

The Treasurer shall be responsible for the custody, receipt and disbursement of funds, keep up-to-date records of all financial transactions, prepare the financial statements, arrange for the annual audit of the books of account, and serve as a member of the Finance Committee. The Treasurer shall also present the audited financial statements to the members of the Corporation at the Annual Meeting.

BY-LAW IV MEETINGS OF MEMBERS

1. Annual Meeting

The Annual Meeting of the Corporation shall be held at a date, time and place fixed by the Board of Directors, but not later than June 30th.

2. Special Meeting

A Special Meeting shall be called by the Secretary on the request of the President, on a motion passed by the Board, or on a written request addressed to the President, or the Secretary from five percent (5%) of voting members giving a reason for the call of a Special Meeting. The notice to the members shall state the reason for the meeting, and give the wording of any proposed resolution. Only the identified business shall be transacted at the Special Meeting. Such requested meeting shall be held within thirty days of the date on which the request was delivered, and ensuring that notice of fifteen days must be provided to the members. If the meeting is not called within thirty days by the Secretary, the members may call the meeting themselves. If the President and Vice-Presidents should be absent themselves from this meeting, the members present shall elect a Chair for the meeting and proceed with the business. After the meeting the Board of Directors shall be notified of the result of the meeting and the decisions taken shall be binding on the Board. If a quorum is not present within thirty minutes of the scheduled starting time of the meeting, no action can be taken.

3. Notice of Meetings

Notice of Annual Meetings shall be communicated to all voting members at least 21 days prior to the date of the meeting. The notice shall also be posted on the Bulletin Board in the Centre as well as the newsletter and the GSAC website.

4. Presiding Officer

The President shall act as Chair for all Annual and Special Meetings. If he is unable to do so, one of the Vice-Presidents shall chair the meeting.

5. Voting at Members' Meetings

All members of the Corporation may attend Members' Meetings. In order to be eligible to vote, a member must have been registered on the books of the Corporation for at least twenty-one days before the date of the meeting. Each member in good standing shall have one vote, which may be exercised in person or by proxy. Voting will be by a show of hands for all business other than sensitive issues, which will be by secret ballot.

All decisions at Annual Meetings shall require a majority vote of members present and voting in person or represented by proxy, unless required otherwise by these By-laws. The Chair may cast his vote to break a tie.

6. **Voting By Proxy**

A voting member in good standing who is unable to attend an Annual Meeting may arrange to have his vote exercised through another voting member. To do so, the member shall prepare the proxy form and give it to another member. The designated member will then bring the completed Proxy form to the meeting and present it to the Secretary for validation. The member so designated may be instructed by the member on how to use the proxy to vote for meeting business, or may be allowed to use his discretion in its use. The proxy shall be valid only for the specified Annual or Special Meeting and any adjournment thereof. The maximum number of proxies representing absent members which any voting member may exercise **is limited to three.**

7. **Form of Proxy**

The following or similar form may be used by a member to exercise a vote by proxy. It shall be the responsibility of the absentee member to generate the proxy form.

I, _____ being a member in good standing of the Gloucester Senior Adults' Centre, do hereby appoint _____ to vote for me and on my behalf, at the Annual Meeting of the Corporation to be held on _____ and at any adjournment thereof.

Signed _____ Date _____

8. **Quorum**

At the Annual Meetings, the presence of 50 voting members including proxies shall constitute a quorum for the conduct of the business of the Corporation.

9. **Absence of Quorum**

If a quorum is not present within thirty minutes of the scheduled start time of an Annual Meeting of members, the Chair shall terminate the meeting and shall reschedule it for one week later at the same time and place. The number of voting members present at such re-convened meeting shall constitute a quorum. If in the progress of an Annual Meeting the number of voting members drops below the number required for a quorum, the Chair shall terminate and reschedule for one week hence at the same time and place.

10. **Order of Business**

The suggested order of business at the Annual Meeting of the Corporation shall be in general conformity with the following:

1. Welcome, call to order and introductions.
2. Confirmation of a quorum and notice of meeting.
3. Minutes of the previous Annual Meeting.
4. Business arising from the Minutes.
5. Reports of the President and Executive Director.
6. Presentation of the financial report.
7. Committee reports.
8. Correspondence and business arising therefrom.
9. New business.

10. Election of Directors.
11. Appointment of Auditors.
12. Termination.

BY-LAW V COMMITTEES

1. Composition of Standing Committees

The Board of Directors shall establish the following Standing Committees of the Corporation, and each committee may form such sub-committees as may be necessary to properly operate the Centre.

- (a) Finance Committee
- (b) Program Committee
- (c) Nominating Committee

2. Membership and terms of reference of Standing Committees

The Board of Directors shall establish the composition and the terms of reference for each committee, detailing its authority, powers, method and frequency of reporting to the Board

Board and non-Board members may comprise each committee, representing insofar as possible the diverse membership of the Corporation.

4. Conduct of Meetings

Each committee shall establish its own pattern of meetings to enable it to accomplish the objectives set out for it. A majority of committee members shall constitute a quorum, with decisions made by majority vote of the members present, and the Chair voting only to break ties. The committee shall keep Minutes of all business conducted and provide a copy to the Executive Director. Each committee may elect a Vice-chair or assume the chair if the Chair is unavailable for meetings.

5. Sub-Committees

A Standing Committee may set up one or more sub-committees to help it do the work assigned to it, and to improve its service to the members of the Corporation.

6. Duties and Structure of Standing Committees

(a) Finance Committee

The Finance Committee shall make recommendations on fiscal policy for the Corporation, assist the Treasurer in the preparation of the annual budget and report to the members at the Annual Meeting, oversees the financial transactions with regard to the efficient operation of the Corporation.

The Chair of the committee shall be the Treasurer with at least two other members.

(b) Program Committee

The Program Committee shall initiate, promote, facilitate and approve activities to provide for the physical, recreational, cultural and educational wellbeing of the members. It shall make itself available to members, participants and instructors to receive suggestions or to express concerns.

The Committee shall consist of a representative from each program area operating within the Centre.

(c) **Nominating Committee**

The Nominating Committee shall seek out and invite qualified candidates to stand for election to the Board of Directors. The Committee shall be established by the first day of January in each year, and shall serve until the end of the ensuing Annual Meeting. The Committee shall consist of not fewer than three members

It shall obtain the written consent from proposed nominees confirming that they are willing to serve. The names of the selected candidates shall be given to the Board of Directors prior to the meeting of the Board. The Committee shall confirm the eligibility of each proposed candidate and all eligible nominees shall be listed in alphabetical order and posted in the Centre by April 30th with the notice of the Annual Meeting. The Board of Directors may from time to time vet the proposed candidates and present a slate of candidates to the members at the AM. The Nominating Committee shall supervise the preparation of the ballot if necessary for the election of Directors at the Annual Meeting.

7. **Other Committees**

The Board of Directors may establish Special Committees for particular tasks. It may also establish additional Standing Committees as the need arises.

BY-LAW VI STAFF ADMINISTRATION

1. **General**

The Board of Directors may delegate to the Executive Committee the responsibility to engage such staff from time to time as it deems necessary to carry on the operation of the Centre. It shall define job functions, pay, benefits and other working conditions for such staff to be able to discharge their duties effectively.

2. **Executive Director**

The Executive Director shall be considered an Officer of the Board of Directors with no voting privileges in Board proceedings, nor shall be counted as part of the quorum required to conduct business. The Executive Director shall be responsible for the day-to-day management and operation of the Centre in accordance with the policies established by the Board of Directors and shall attend all Board meetings and, where feasible, committee meetings when invited.

3. **Additional Staff**

Additional staff engaged by the Board will come under the authority and supervision of the Executive Director.

BY-LAW VII FINANCIAL AND DOCUMENTATION ADMINISTRATION

1. Financial Year

The Financial Year of the Corporation shall end on the thirty-first day of March in each year.

2. Membership Dues

Membership dues may be set annually by the Board of Directors as required, and shall be published well in advance of the start of the membership year.

3. Fees for Unstructured Activities

Fees for unstructured activities organized or sponsored by the Corporation shall be approved by the Board of Directors.

4. Signing of Cheques

All cheques and orders for payment of monies or transfer of funds of the Corporation shall be signed by any two of the four authorized individuals, two of whom shall be the President, Treasurer, Executive Director and the signing Director authorized by the Board for that purpose.

5. Banking

The Board of Directors shall designate a Canadian bank, trust company, or other financial institution as the principal organization for the deposit of funds and the issue of cheques for the payment of the lawful expenses of the Corporation. Such financial institution(s) shall be kept informed of the authorized signing officers of the Corporation, and the officers, employees, or agents who may receive all paid cheques and vouchers from the institution(s), or sign its forms for settlement of balance and verification slips.

6. Securities

The Board of Directors may invest the funds of the Corporation in such bonds, debentures, or other securities as it from time to time deems prudent. Such securities shall be deposited for safekeeping with a financial institution selected by the Board. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation and signed by such officers as shall from time to time be determined by a resolution of the Board. Such authority may be for general or specific purposes. The institution which may be so selected shall be fully protected when acting in accordance with its directions from the Board, and shall in no event be liable for the due application of the securities so withdrawn from deposit, or for the proceeds thereof.

7. Borrowing Powers

The Board of Directors shall have the power to borrow money on the credit of the Corporation, providing such power has been approved by a Special Resolution at an Annual or Special Meeting of members. The intention to borrow, the reason for borrowing, the amount to be

borrowed and the wording of the Special Resolution to be presented shall be included in the notice of such Annual or Special Meeting.

8. **Execution of Documents**

Deed, transfers, licences, contracts and commitments on behalf of the Corporation shall be signed by the President and one of the Vice-Presidents, or other officer of the Corporation designated to do so by the Board under Corporate Seal where appropriate. Such signed documents shall be binding on the Corporation, without further authorization or formality. The Board of Directors shall have the power to appoint an officer, or officers, to sign on behalf of the Corporation for specific contracts, documents, or other instruments required to be in writing.

9. **Indemnity of Directors, Officers and others.**

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency or any security in or upon which any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other execution of the duties of his office or in relation of default; provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

BY-LAW VIII FUNDRAISING AND SOLICITING

1. **Fundraising**

The Board of Directors shall take such steps as it deems necessary to enable the Corporation to acquire, accept, solicit and receive gifts, grants, endowments, legacies, bequests and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

2. **Soliciting**

No officer, director, employee, member, or other person shall have the authority to solicit funds, merchandise, or any other form of contribution on behalf of the Corporation unless authorized to do so by the Board of Directors.

BY-LAW IX BOOKS, RECORDS AND MINUTES OF MEETINGS

The Board of Directors shall cause to be kept all records, books and registers required by the Act and these By-laws. These books, records and minutes shall be open to inspection by members of the Board, the Finance Committee and, as needed, the auditors of the Corporation. Members of the Corporation may, upon request and provision of adequate notice, view the Annual or Special Meetings of members, as well as the Articles of Incorporation, Articles of Amendment and By-laws of the Corporation, and the Registers of Directors. These documents may be viewed during the business hours of the Corporation.

BY-LAW X AUDIT OF ACCOUNTS

1. Appointment of Auditors

The members shall, at each Annual Meeting, approve the appointment of independent auditors, licensed to practise in the Province of Ontario, to audit the books and accounts of the Corporation for the fiscal year.

2. Presentation of Financial Statements

The financial statements, approved and signed by the appropriate directors, shall be available and presented to the members of the Corporation at the Annual Meeting.

3. Remuneration of Auditors

The Board of Directors shall authorize the remuneration of the auditors.

BY-LAW XI RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations as are consistent with these By-laws, relating to the management of the Corporation as it considers necessary, provided that such rules and regulations shall have force and effect only until the next Annual Meeting, when they shall be confirmed by the members. Failing such confirmation, they shall cease to have force and effect from that time.

BY-LAW XII THE SEAL

The Directors shall provide for the safe custody of the Corporate Seal, which shall only be used by the Board of Directors.

BY-LAW XIII INTERPRETATION OF BY-LAWS

In conducting meetings of the Corporation, "Robert's Rules of Order" as most recently revised shall be the authority for all matters and procedures not specifically provided for in the By-laws.

BY-LAW XIV AMENDMENTS TO BY-LAWS

These By-laws may be amended on the initiation of either the Board of Directors or the members. Proposed amendments shall be deposited with the Secretary, who will arrange for distribution to the members. Amendments may be made at a regular Annual Meeting or special Meeting of members where fifteen days' notice of the proposed meeting and the proposed amendment has been given, together with the text of the proposed amendment. To become effective, the proposal must be approved by a two-thirds majority vote of members present and voting at such Annual Meeting, including proxy votes.

BY-LAW XV AUTHORITY AND DEFINITIONS

The existence of the Corporation and the conduct of its business are subject to the following instruments and interpretations.

- (a) The Corporations Act, Revised Statutes of Ontario 1980, C95, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-Laws of the Corporation shall be read as referring to the amended or substituted provisions thereof.

- (b) The Articles of Incorporation, issued on the second day of March 1987, and Articles of Amendment, issued on the seventh day of June 2013, and any Articles of Amendment which may be issued from time to time.
- (c) "Corporation" means the Gloucester Senior Adults' Centre Inc., which carries on and operates the Gloucester Senior Adults' Centre, hereafter called the Centre, or GSAC.
- (d) "Seal" means the seal of the Corporation.
- (e) All terms contained in these By-Laws which are defined in the Act shall have the meanings given to such terms in the Act.
- (f) Words indicating the singular shall include the plural (and vice versa) and words indicating the masculine shall include the feminine (and vice versa).

Signed on June xx, 2015

(original signed by)

Betty Joannis, President Board of Directors

(original signed by)

xxxxxxxxx, Vice President

*Original Signed by Sam Estwick, President, December 13, 1990.
Amendment No.1, signed by President John Paveling, May 27, 1993
Amendments, signed by President Richard Harriman, June 19, 2003
Amendment 2008, signed by President André Gascon, June 19, 2008
Amendments 2012, signed by President Jacqueline Lafontaine, August 15, 2012
Amendments 2014, signed by President Betty Joannis, June 26, 2014
Amendments 2015, signed by President Betty Joannis, June xx, 2015*