

**SPECIAL RESOLUTION**

I hereby certify that the following Special Resolution was passed at the Annual General Meeting of the members of the

**Canmore Seniors Association**

on

September 28<sup>th</sup>, 2015

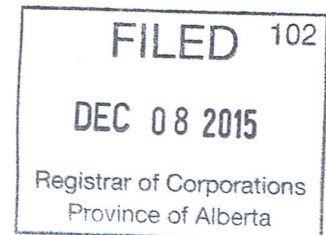
“That the existing by-laws of the Canmore Seniors Association are repealed and they are replaced by the amended attached by-laws.”

Date: October 5<sup>th</sup>, 2015

Signature: Philip S Wilson

Printed Name: Philip S Wilson

Title: President



CANMORE SENIORS ASSOCIATION

BY-LAWS

(2015)

**Article 1-Preamble**

1.1 Name

1.1.1 The name of the Association shall be the Canmore Seniors Association which may also be referred to as "the Association".

1.2 Status

1.2.1 The Association is a non-profit society registered in the Province of Alberta and is a registered charity under the Charities Directorate of the Canada Revenue Agency.

1.3 The By-laws

1.3.1 The following articles set forth the By-laws of the Association

**Article 2-Defining and Interpreting the By-laws**

2.1 Definitions

In these By-laws the following words have these meanings:

2.1.1 ANNUAL GENERAL MEETING means a Meeting of Members held annually at which Officers and Directors are elected and reports of the year's activities, including a certified and/or audited financial statement, are presented to the Members by the Board of Directors.

2.1.2 "ASSOCIATION" means the Canmore Seniors Association.

2.1.3 "BOARD OF DIRECTORS" (hereinafter called "the Board") means a group of persons consisting of the Officers, the Past President, and the Directors, which is responsible for administering the overall operation of the Association.

2.1.4 "DIRECTOR" means any Member duly elected or appointed to the Board of Directors including the Officers and Past President.

2.1.5 "DROP-IN CENTRE" means the Canmore Seniors Association Drop-in Centre located at 600B - 9th Street, Canmore.

- 2.1.6 "FISCAL YEAR" means the twelve- month period beginning July 1 and ending June 30.
- 2.1.7 "MEMBER" means a person 55 years of age or older who has paid the annual Association membership fee and signed any applicable liability waiver.
- 2.1.8 "GENERAL MEETING": means a duly called and constituted Meeting of Members other than the Annual General Meeting (AGM).
- 2.1.9 "OFFICER" means the President, Vice President, Secretary and Treasurer.
- 2.1.10 "PAST PRESIDENT" means the most recent ex-president of the Association available to fill the position.
- 2.1.11 "PREMISES" means the Canmore Seniors Drop-in Centre and associated yards and grounds.
- 2.1.12 "SPECIAL COMMITTEE" means any committee of Members, Officers, or Directors appointed by the President and approved by the Board to fulfill a temporary function or undertake a temporary review for the Association.
- 2.1.13 "SPECIAL GENERAL MEETING" means a duly called and constituted Meeting of Members other than a General or Annual General Meeting at which the urgency of the business to be transacted requires notice of the Meeting to be less than 30 days.
- 2.1.14 "STANDING COMMITTEE" means a permanent committee responsible for administering a specific function of the Association with one of its Members being a member of the Board.

### **Article 3 – Objects of the Association**

- 3.1 The objects of the Association are:
- 3.1.1 to maintain a permanent, non-profit organization to represent and serve the senior citizens of the Canmore area.
- 3.1.2 to organize activities for the edification and entertainment of its Members, and
- 3.1.3 to maintain facilities in which the foregoing objects can be achieved.

### **Article 4 - Membership**

- 4.1 Classification of Member
- 4.1.1 There shall be one class of Membership in the Association as per article 2.1.7.
- 4.2 Membership Year
- 4.2.1 The Membership Year is July 1 to June 30
- 4.3 Rights and Privileges of Members.

4.3.1 Any Member whose Membership has not been suspended or terminated is entitled to:

- a. receive notice of General Meetings of the Association,
- b. attend any General Meeting of the Association,
- c. speak at any General Meeting of the Association,
- d. fully participate in all activities of the Association,
- e. exercise other rights and privileges given to Members in these By-laws.

4.3.2 Only Members are entitled to vote at General Meetings of the Association and they shall be entitled to one (1) vote only.

4.3.3 A Member may be expelled from the Association, or have his/her Membership in the Association suspended, for just and reasonable cause as determined by the Board. The suspension or expulsion will be considered in accordance with a procedure established by the Board. Proceeding with expulsion or suspension will be decided by a vote of the Board.

4.3.3.1 Just and reasonable causes include repeated non-compliance with the Objects, By-laws, policies procedures and guidelines of the Association, theft, fraud or unacceptable behaviour in the Premises.

4.3.4 Members are expected to comply with Objects and By-laws of the Association and any of the following types of documents that have been approved by the Board:

- a. policies,
- b. procedures,
- c. guidelines
- d. any other requirement documents.

4.3.5 A Member may withdraw their Membership in the Association by notifying the Board in writing or by email or by choosing not to renew their Membership at the start of a Membership Year.

## **Article 5 – Meetings of the Association**

5.1. The Annual General Meeting (AGM) shall be held within three (3) months of the Fiscal Year end and is called by the President.

5.1.1 The Agenda shall include:

- a. approval of the minutes of the last AGM,
- b. a review by the President of the prior year's activities,
- c. presentation of the auditor's or qualified accountant's report,
- d. the Treasurer's report including:
  - i. presentation of the budget for the current year,
  - ii. presentation of the financial statements for the past year,
- e. appointment of a qualified accountant,
- f. reports from Standing and Special Committees,

- g. the election of Directors to replace those whose terms have expired or who have resigned in mid-term.

5.1.2 Electing Officers and Directors shall be by secret ballot. Voting on all other matters at all Meetings of the Association or its Board shall be by a show of hands unless, at the discretion of the Board or the request of a majority of the voting Members present, a secret ballot is deemed preferable.

5.1.3 A quorum for an AGM shall be ten (10) percent of the membership as at thirty (30) days prior to the date of that Meeting.

## 5.2 General Meeting

- a. A General Meeting may be called by a majority vote of the Board to consider any issue of concern to the general membership or
- b. shall be called by the President upon receipt of a petition for such a Meeting signed by one tenth (1/10) of the membership and setting forth the issue(s) to be discussed

5.2.1 A quorum for any General Meeting shall be ten (10) percent of the membership as at thirty (30) days prior to the date of that Meeting.

## 5.3 Special General Meeting

5.3.1 A Meeting called by the Board to address urgent affairs of the Association such as obtaining approval from the membership to borrow funds or spend monies in excess of amounts allowed in the By-laws.

5.3.2 A quorum for any Special General Meeting shall be ten (10) percent of the membership as at ten (10) days prior to the date of that Meeting.

## 5.4 Agendas

5.4.1 Agendas for Meetings shall be prepared by the Board. Items for agendas may be submitted by Members up to two (2) weeks prior to the date of the Meeting for consideration by the Board.

## 5.5 Voting

5.5.1 A simple majority of Members present at any legally constituted Meeting of the Association shall decide any motion coming before the Meeting except the amendment of By-laws, authorizing the Board to borrow monies or spend monies in excess of amounts allowed in the By-laws, or the termination of the Association, for each of which a three-quarters (3/4) majority is required.

5.5.2 Voting by proxy is not permitted at any Annual General, Special General or General, Standing or Special Committee Meeting of the Association.

5.5.3 When the Board deems there would be a benefit to the Association from a vote allowing the involvement of all Members advance polls and mail-in ballots may be used.

## 5.6 Notice of Meetings

5.6.1 Notice of Annual General and General Meetings, together with the purpose of the Meeting, shall be posted at the Drop-In Centre and published in the local newspaper at least 30 days prior to the date of the Meeting.

5.6.2 Notice of Special General Meetings, together with the purpose of the Meeting, shall be posted at the Drop-In Centre and published in the local newspaper at least 10 days prior to the date of the Meeting.

## 5.7 Notice of Motion at a Meeting

5.7.1 Any Member may present a Notice of Motion for consideration at a Meeting.

5.7.2 The Notice of Motion must be presented by the mover and must be supported by three quarters (3/4) of the Members present at the Meeting in order to be dealt with at that Meeting.

5.7.3 If the motion does not receive the required support at the Meeting it will be referred to the Board for their consideration.

## **Article 6 – Governance and Management of the Association**

### 6.1. The Board

6.1.1 The Board governs and manages the affairs of the Association. The Board may, at their discretion, hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.1.2. The Powers and Duties of the Board are:

- a. promoting the objects of the Association,
- b. promoting membership of the Association,
- c. maintaining and protecting the Association's assets and property,
- d. approving an annual budget for the Association,
- e. deciding annual membership fees,
- f. paying all expenses for operating and managing the Association,
- g. paying persons for services and protecting persons from debts of the Association,
- h. investing of any extra monies,
- i. financing the operations of the Association and raising monies,
- j. approving all contracts for the Association,
- k. maintaining all accounts and financial records of the Association,

- l. appointing legal counsel as necessary,
- m. making policies, procedures and guidelines for operating the Association and using its facilities and assets,
- n. establishing Standing Committees.
- o. suspending or terminating a Member's membership for just and reasonable cause.

6.1.3. The Board shall:

- a. keep minutes of its proceedings and upon request provide copies thereof to Members,
- b. cause minutes to be kept of General Meetings and upon request provide copies thereof to Members,
- c. cause proper books of account to be kept in respect of all sums of money received and expended by it and the matters in respect of which receipt and expenditure shall take place,
- d. in accordance with generally accepted accounting principles, prepare financial statements for each Fiscal Year and a budget for each Fiscal Year and make available copies of the financial statements and the annual budget to Members no more than fifteen (15) days after an Annual General Meeting,
- e. maintain a set of By-laws of the Association and shall ensure that the By-laws are registered,
- f. ensure that the By-laws are available, at any time, for review by a Member,
- g. maintain a termination/suspension procedure,
- h. cause to be kept in one location:
  - (i) a copy of the By-laws of the Association and all amendments to them,
  - (ii) a copy of any special or unanimous resolution passed by the Association,
  - (iii) copies of all legal agreements to which the Association is a party, including, without limitation, insurance policies and leases,
  - (iv) a register of the members of the Board,
  - (v) a register of Members with mailing and email addresses,
  - (vi) minutes of General Meetings,
  - (vii) minutes of Board Meetings,
  - (viii) the annual budget for each Fiscal Year.
- i. make submissions to federal, provincial or municipal agencies as required by applicable legislation.

6.2. Composition of the Board

6.2.1 The Board shall consist of a minimum of eight (8) and a maximum of fifteen (15) Directors.

6.2.2 The composition of the Board shall be:

- a. the President who is an Officer and Director,
- b. the Vice President, Treasurer and Secretary who are Officers and Directors,
- c. a minimum of three (3) and a maximum of ten (10) additional Directors,
- d. the immediate Past President.

6.3. Election of the Board

6.3.1. A Nominating Committee appointed by the Board shall present a slate of candidates to the AGM.

6.3.2 Additional candidates (with their prior consent) may be nominated from the floor at the AGM.

6.4. Directors:

6.4.1 Directors shall be elected by the Members at the AGM for a term of two (2) years.

6.4.2 Directors can serve for a maximum of three (3) consecutive terms.

6.4.3 The term limitation can be over-ridden on an individual basis for a further one term of two (2) years only by a two third (2/3) majority of votes cast at an AGM.

6.4.4 The start of the individual terms of office should be arranged such that approximately one half (1/2) of the Directors (not including the Past President) shall be elected each year. In order to accommodate the different term start dates the initial term of office of some of the Directors may be less than 2 years.

6.4.5 Duties of the Officers of the Association

6.4.5.1 THE PRESIDENT shall

- a. preside at all Meetings of the Board of Directors and General Meetings of the Association,
- b. serve as ex officio member of all committees with the exception of the Nominating Committee,
- c. have the power with the approval of the Board to appoint Special Committees to serve the Association, and
- d. when possible represent the Association at public functions and in its relations with other organizations,
- e. Perform other duties as determined by the Board.

6.4.5.2 THE VICE PRESIDENT shall

- a. assume the duties of the President in his/her absence,
- b. assist the President as required, and
- c. chair one of the Standing Committees,
- d. Perform other duties as determined by the Board.



#### 6.4.5.3 THE SECRETARY shall

- a. record and keep the minutes of all Meetings of the Board and all General Meetings of the Association in the Association's central files,
- b. maintain a current list of the Association's membership, and
- c. carry on all correspondence of the Association that is not the responsibility of any of the other Directors or Standing Committees and
- d. perform other duties as determined by the Board.

#### 6.4.5.4 THE TREASURER shall

- a. receive all money paid to the Association and be responsible for the deposit of said money in whatever approved financial institution the Board may direct,
- b. issue cheques to pay the operating and capital expenses of the Association,
- c. keep such records as may be necessary to properly account for the funds of the Association,
- d. submit to the Annual General Meeting a duly certified or audited financial statement for the prior Fiscal Year,
- e. submit to the Board at the end of each fiscal quarter a balanced financial statement of the Association's income and expenses,
- f. prepare annually the Federal income tax return and the Provincial Consumer and Corporate Affairs return,
- g. establish under the direction of the Board a Trust Fund for special projects and
- h. perform other duties as determined by the Board.

#### 6.5 Resignation, death or removal of a Director.

6.5.1 A Director may resign from office by giving notice in writing or by email to the Board.

6.5.2 Members may remove any Director before the end of his or her term. There must be a two thirds (2/3) majority of votes cast at a General Meeting called for that purpose.

6.5.3 A Director may be removed from office for just and reasonable cause by a three quarters (3/4) vote of the Board of Directors at a Board Meeting called at least ten (10) days in advance by written notice or by email issued by the Secretary stating the purpose of the Meeting.

6.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President which will remain vacant until the next AGM.

#### 6.6 Meetings of the Board

6.6.1. The Board shall hold regular Meetings at least nine (9) times per year, the first Meeting to be held within ten business days following the AGM.

6.6.2 The President calls the Meetings. The President will also call a Meeting if two (2) or more Directors make a request in writing and state the business of the Meeting.

6.6.3 Ten (10) days' notice is required for a Board Meeting if the notice is mailed. Five (5) days' notice is required if advised by telephone or electronic means. This notice period may be waived with the agreement of the majority of the Directors.

6.6.4 A quorum for a Board Meeting shall be a simple majority of the Directors.

6.6.5 If there is no quorum the President will adjourn the Meeting to an agreed date and time and place.

6.6.6 Each Director has one vote.

6.6.7 A tied vote means a motion is defeated.

6.6.8 Meetings of the Board are open to Members of the Association. Any Member attending a Board Meeting may join in a discussion only if invited to do so by a majority of the Directors present. The attending Member does not have a vote in any motion of the Board.

6.6.9 The President shall be the Chairperson of Board Meetings. Where the President is absent from any Meeting of the Board, or vacates the chair during the course of any Meeting, the Vice President shall act as the Chair and shall have all the duties and powers of the President while so acting. In the absence of both the President and the Vice President the members present shall from among themselves appoint a Chairperson for that Meeting who shall have all the duties and powers of the President while so acting.

6.6.10 When a Meeting cannot be held in a timely fashion and in order to expedite a decision the President may use email sent to all Directors. Once a majority of Directors have either approved or rejected the proposal the matter is resolved. The date on the resolution is the date of the last Director's email response. The decision will then be ratified at the next Board Meeting and minuted accordingly.

6.6.11 Directors may participate in a Board Meeting by telephone or video conference. Directors who participate this way are considered present for the Meeting.

6.6.12 Errors or omissions in process or procedure made in good faith do not invalidate any decisions made or acts done at any Meeting of the Board.

## 6.7 Committee Meetings

6.7.1 Standing and Special Committees shall hold Meetings at the call of the chairperson as required by the duties of the Committee.

6.7.2 A quorum for a Committee shall be a simple majority of the members of the Committee.

6.7.3 Voting by proxy is not permitted at any Committee Meeting.

6.7.4 A tied vote means a motion is defeated.

## **Article 7 – Finance and Other Management Matters**

### 7.1 Fiscal Year

7.1.1 The Fiscal Year of the Association is July 1 – June 30.

### 7.2 Operation

7.2.1 Responsibility for the operation of the Association shall be vested in the Board. The Board may delegate powers to the Standing Committees or to such Special Committees as may be appointed by the President and authorized by the Board.

### 7.3 Signing Authority

7.3.1 All cheques for payment of the Association's financial obligations shall be signed by two Officers.

7.3.2 Electronic funds transfers or automatic withdrawals may be used for payment of bills provided that prior authorization is obtained from two Officers.

### 7.4 Remuneration

7.4.1 Unless authorized by a duly called and constituted Meeting, no Member shall receive remuneration for his or her services as a Director of the Association.

### 7.5 Spending Powers

7.5.1 The Board may not spend or contract to spend more than 25 percent (25%) of the annual operating budget on any single item without approval of the Members at a Meeting called for that purpose.

7.5.2 No Director or Committee may spend or contract to spend more than three hundred dollars (\$300.00) of the Association's funds on any item without first obtaining the approval of the Board. This limit does not apply to regularly scheduled expenses such as utilities and maintenance.

7.5.3 No other Member may spend or contract to spend any of the Association's funds without first obtaining the approval of the Board.

### 7.6 Borrowing Powers

7.6.1 The Board may not borrow money for any expenditure without a special resolution being passed by a majority of not less than three quarters (3/4) of those Members in attendance at a legally constituted Meeting of the Association.

### 7.7 Insurance

7.7.1 The Board shall use its best efforts to obtain and maintain at all times insurance as detailed below.

7.7.1.1 Property insurance on the Association's property to the full replacement value thereof without deduction for depreciation, and without restricting the generality of the foregoing, the insurance shall provide and include the following:

- a. coverage for fire (including standard extended coverage endorsements perils and leakage from fire protective devices), lightning, smoke, windstorm, hail, explosion of natural or manufactured gas, water damage caused by sewer back-up and sudden or accidental release of water from within a plumbing system, impact by aircraft or land vehicles, riot, vandalism or malicious acts and such other perils as from time to time the Board shall deem advisable,
- b. coverage to the full replacement value, without deduction for depreciation, in respect of the Association's fixtures, furniture, equipment, improvements, and such other property forming part of the Premises.

7.7.1.2 Comprehensive general business liability insurance insuring the Association and the Board against any liability to third parties, the public or licensees or tenants incidental to the ownership or use of the Association property and also liability with respect to the business carried on, in, or from the Seniors Drop-in Centre and the use of and occupancy thereof for personal injury or death and damage to property of others. The Liability insurance shall provide insurance against the following:

- a. any liability incurred by a member of the Board of the Association arising out of any action or omission of the member with respect to carrying out the functions and duties of a Director;
- b. any liability incurred by the Association arising out of any action or omission of a Director of the Board of the Association with respect to carrying out the functions and duties of a Director;
- c. any liability incurred by the Association arising out of a breach of duty as the occupier of the Premises;
- d. any liability incurred by the Association arising out of the ownership, use or operation of any machinery, equipment, pressure vessels and vehicles.

7.7.2 Limits of liability under such insurance for each occurrence and coverage for property loss shall be determined by the Board from time to time and modified at its discretion.

7.7.3 The Board shall maintain a waiver document that will be signed annually by each person applying for Membership in the CSA.

7.7.4 Any persons or organizations who rent one or more of the halls or rooms in the Premises shall sign a Short Term Lease Agreement which includes a waiver that indemnifies and holds harmless the Members of the CSA and their Descendants from and against all claims, loss, injury, damages and costs of any kind arising out of their use of the halls or rooms.

7.7.5 Contractors or persons performing work in the Premises shall:

- a. be in good standing with, and carry appropriate insurance under, the Workers Compensation Board and

- b. carry liability insurance in an amount specified from time to time by the Board or
- c. sign a waiver in which the contractor or persons shall release and hold harmless the CSA, it's Officers, Directors, agents, or other people on the Premises at the time of performing the services with respect to any and all injury, disability, death, or loss or damage to person or property.

## 7.8 Audit

7.8.1 An independent review or audit of the Association's finances shall be made by a qualified accountant, or by any two Members of the Association (the examinees) not serving on the Board. The person(s) to perform the review or audit shall be appointed at the AGM.

7.8.2 An independent review or audit of the Association's finances shall be made once each year.

7.8.3 The reviewed or audited statement shall be presented by the Treasurer at the AGM.

## 7.9 Books and Records

7.9.1 Any Director shall have the right to inspect all books and records of the Association at any time.

7.9.2 Any Member shall have such right by giving 48-hours prior written notice (excluding weekends and official holidays) to the Officer in charge of such books and records.

7.9.3 The books and records of the Association may be inspected in the office in the Drop-in Centre.

7.9.4 Custody of the books and records of the Association shall be the responsibility of the Officers of the Association.

## 7.10 Seal

7.10.1 The seal of the Association, if any, shall be kept in the custody of the Secretary and when used shall be affirmed by the signature of at least two Officers.

## 7.11 Liability

7.11.1 No Officer, Director, Past President or employee of the Association shall be liable for the acts, negligence, or default of any other Officer, Director, or employee that may cause loss, damage, or misfortune that may occur in the execution of the duties within the scope of his/her respective office or trust.

## 7.12 Termination of the Association

7.12.1 The Association may be terminated by a motion passed by three-quarters (3/4) of those Members present at a duly called and constituted Meeting provided that notice of the Motion to terminate be published with the required Notice of Meeting. In case of termination the Association's charter shall be transferred to the Town of Canmore for disposition. All of the Association's remaining property shall be transferred to the Town of Canmore.

7.12.2 Notwithstanding the above, all unspent funds and assets raised by the Association under license from the Alberta Gaming and Liquor Commission must be distributed to an eligible Canmore charitable organization prior to termination.

7.13 Amendments

7.13.1 These By-laws may be rescinded, amended, or augmented by a special resolution passed by a majority of not less than three-quarters (3/4) of those Members in good standing in attendance at a legally constituted Meeting of the Association.

7.13.2 Notice of intent to amend the By-laws must be published in the local newspaper and posted at the Drop-In Centre, at least thirty (30) days prior to the Meeting at which the amendments are to be considered.

7.13.3 A copy of the proposed amendments shall be made available to the Members in the Drop-In Centre.

Dated this.....Day of .....201.....