

**CONSTITUTION AND BY-LAWS
OF THE
DENMAN SENIORS &
MUSEUM SOCIETY**

**INCORPORATED UNDER THE AUTHORITY
OF THE SOCIETY ACT OF THE
PROVINCE OF BRITISH COLUMBIA**

Certificate of Incorporation: 2-15955

Original registration effective October 22, 1980

**The present copy includes all changes accepted by
The Registrar of companies as of**

Revision dated November 6, 2014

1. The name of the Society is the **DENMAN SENIORS AND MUSEUM SOCIETY**.
2. The purposes of the Society are:
 - a. To maintain and operate the building known as the Denman Activity Centre, including the Museum and other facilities
 - b. To provide facilities for community social events and recreational activities
 - c. To partner with other organizations to provide community services, events and activities.
3. **Dissolution Clause**
In the event of the dissolution of the Denman Seniors and Museum society, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the province of British Columbia with similar goals or, to a suitable level of local government. **This clause is unalterable.**
4. **Public Access Clause**
The Museum shall be open to the public and times and rates decided by the governing board.
5. **Age of Directors Clause**
At least 50% of directors shall be 65 years of age or older. **This clause is unalterable.**

**BY-LAWS
Part 1 – Interpretation**

1. (1) In these By-Laws, unless the context otherwise requires,
 - (a) “Directors” means the directors of the Society.
 - (b) “Society 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 his/her address as recorded in the register of members.(2) The definitions in the society Act on the date these By-Laws become effective apply to these By-Laws.
2. Words importing the singular include the plural and vice versa.

Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society and those persons who subsequently have become members, in accordance with the By-Laws and have not ceased to be members.
4. (1) A person may apply to the directors for membership in the society, and on acceptance by the directors shall be a member, provided he/she has reached the age of forty-five (45). In the case of a member whose spouse is under 45 years, the spouse may become an associate (non-voting) member.

(2) A person under forty-five (45) years may become an associate (non-voting) member for purposes of using the facilities and programs offered in the facilities.
5. Members shall uphold the Constitution and comply with the By-Laws.
6. The amount of the annual membership dues shall be determined by the directors.
7. A person shall cease to be a member of the Society:
 - a. by delivering his/her resignation in writing to the secretary or by mailing, or delivering it to the address of the Society, or
 - b. On his/her death, or
 - c. On being expelled, or
 - d. On having been a member not in good standing for the twelve (12) previous consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the expulsion.
(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership dues or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

10. To ensure uninterrupted membership status, dues must be paid no later than four months following the expiry of the previous membership term.

Part 3 – Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an extraordinary general meeting.
13. (1) 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.
(2) 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) The rules contained in Robert's Rules of Order shall govern the Society.
14. An annual general meeting of the Society shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting. The rules contained in Roberts' Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Society.

Part 4 – Proceedings at a General Meeting

15. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is transacted at an annual general meeting except:
 - I the adoption of rules of order
 - II the consideration of the financial statements
 - III the report of the directors
 - IV the report of the auditor, if any
 - V the election of directors
 - VI the appointment of the auditor, if required
 - VII such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (1) No business, other than the election of a chair and the adjournment or termination of a meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum shall never be less than 20% of the eligible membership or 40 eligible members.
17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to By-Law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
19. If at a general meeting:
- (a) there is no president, vice-president or other director present within fifteen (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 chair, the members present shall choose one of their number to be the chair.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided for in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution shall not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting may be by show of hands, but if not by show of hands must be by ballot.
- (3) Voting by proxy is not permitted.
- (4) Balloting may be called for by a motion from the floor.
23. *No Section 23*

Part 5 – Directors and Officers

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:
- (a) all laws affecting the Society
 - (b) these By-Laws, and

- (c) rules, not being inconsistent with these By-Laws, which are made from time to time by the Society in a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice-president, secretary, treasurer and one or more other directors at large shall be the directors of the Society.
- (2) The number of directors shall be five (5) or a greater number determined from time to time at a general meeting.
26. (1) Directors shall hold office for two (2) years and new directors shall be elected each year at the annual general meeting, it being the intention of this clause that the term of one-half of the directors will have been completed at each annual general meeting. A director may stand for re-election for a further period of two years, however, no director shall hold office for more than four consecutive years unless it is determined at the annual general meeting that there would otherwise be insufficient directors to conduct the business of the Society.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation, or by ballot.
- (4) If no successor is elected, the person previously elected or appointed continues to hold office.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for election at the meeting.
28. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint one of their number to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. 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 terms of office.
30. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

31. (1) the directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) At least 50% of the directors must be present for the transaction of business.
- (3) The president shall be the chair of all meetings of the directors, but if at any meeting, the president is not present within thirty (30) minutes after the time appointed for the meeting, the vice-president shall act as chair. If neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
32. (1) Directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a chair to its meeting; but if no chair is elected, or if at any meeting the chair is not present within thirty (30) minutes after the time appointed, the directors present who are members of the committee shall choose one of their number to be chair.
34. Members of a committee may meet and adjourn as they think proper.

35. For a first meeting of the directors held immediately following the appointment or re-election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directs for the meeting to be duly constituted, if a quorum of directors is present.

36. A director who may be absent temporarily from British Columbia may send, or deliver, to the address of the Society a notice of waiver, which may be by letter, telegram, fax, or email, of any meetings of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings shall be sent to that director,
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.

37. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In the case of an equality of votes the chair only has a casting vote.

38. 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.

39. *No Section 39.*

Part 7 – Duties of Officers

40. (1) the president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

41. The vice-president shall carry out the duties of the president during his/her absence.

42. The secretary shall:

- (a) conduct the correspondence of the Society
- (b) issue notices of meetings of the Society and directors
- (c) keep minutes of all meetings of the Society and directors
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer
- (e) have custody of the common seal of the Society
- (f) maintain the register of members

43. The treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act
- (b) render financial statements to the directors, members and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) When a secretary-treasurer holds office, the total number of officers and directors on the board shall be not less than five (5) or such greater number as may have been determined pursuant to By-Law 25(2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person as secretary at the meeting.

Part 8 – Seal

46. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

Part 9 – Borrowing

48. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

Part 10 – Auditor

51. This part applies only where the Society is required or has resolved to have an auditor.
52. The auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be informed forthwith in writing, of his/her appointment or removal.
56. No director and no employee of the society shall be an auditor.
57. The auditor may attend general meetings.

Part 11 - Notices to Members

58. A notice may be given to a member, either personally or by mail, to him/her at his/her registered address, such notice to be given fourteen (14) days prior to the date of the Annual or Extraordinary General Meeting.
59. 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 Canada Post receptacle.
60. (1) Notice of a general meeting shall be given to:
 - a. every member shown on the register of members on the day the notice is given, and
 - b. the auditor, if Part 3 applies.(2) No other person is entitled to receive a notice of general meeting.

Part 12 - By-Laws

61. On being admitted to membership, each member is entitled to and the Society shall provide at cost, a copy of the Constitution and By-Laws of the Society.
62. These By-Laws shall not be altered, or added to, except by special resolution.

Original Constitution dated 15 October, 1980