

November 2, 2019

SPECIAL RESOLUTION OF THE MEMBERS OF ELDER COLLEGE DELTA SOCIETY

UPON the recommendation of the Board of Directors and upon motion duly made and seconded;

BE IT RESOLVED THAT the Bylaws of the Elder College Delta Society (the "Society") are hereby amended in accordance with those proposed amendments to said Bylaws set forth in the Amended Bylaws of the Society attached as Schedule A to this Special Resolution (the "Amendments"), pursuant to Part 12 Paragraph 2 of said Bylaws; and

BE IT FURTHER RESOLVED THAT the Board of Directors are hereby authorized and directed to take such further action as may be required to complete the enactment of these Amendments and incorporate same into the operations and activities of the Society.

CONSTITUTION AND BYLAWS

ElderCollege Delta

August 21, 2018

CONSTITUTION

1. Name

The name of the Society is the ElderCollege Delta Society, also known as ElderCollege Delta

2. Purpose

The purpose of the society is:

- a. To advance education by providing structured learning activities such as courses, instructional seminars, and workshops to seniors
- b. To undertake activities ancillary and incidental to the attainment of the aforementioned purpose.

BYLAWS

The Bylaws of the Society are attached hereto as Schedule A.

Schedule A

BYLAWS of ElderCollege Delta Society (as amended November 2, 2019)

Part 1 - Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Directors" means the Directors of the Society for the time being;
 - b. "Society Act" means the Society Act of British Columbia as amended from time to time;
 - c. "registered address" of a Member means the Member's address as recorded in the register of Members.
 - d. Fiscal year shall be July 1 to June 30.
 - e. "Board Resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting.
 - f. "Ordinary Resolution" means a resolution passed at an Annual General Meeting where members have been given fourteen (14) days of notice of such meeting of the Society by electronic means and or post and **requires a simple majority to pass. Voting by proxy is permitted.**
 - g. "Special Resolution" means a resolution passed at an Extraordinary General Meeting where members have been given fourteen (14) days of notice of such meeting of the Society by electronic means and/or post and **requires a two thirds (2/3) majority of votes cast by those members present and entitled to vote in person or by proxy.**
 - h. A member in good standing is any member who has paid their dues for the membership year.

2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

1. Membership shall be:
 - a. Any person normally resident in the City of Delta, or elsewhere in the Lower Mainland Region of BC who is 50 years of age, or older, and who supports the Constitution and accepts the Bylaws of the Society may apply for admission as a member of the Society.
 - b. The amount of the annual membership fee, also known as “dues” shall be determined by the Board of Directors.
 - c. The annual membership fee covers the period from July 1st of any given year to June 30th of the following year.
 - d. Annual membership fees are payable in full each year, not later than the date designated for the Annual General Meeting of the Society.
 - e. Only members in good standing may vote at any Annual General Meeting, or any Extraordinary General Meeting of the Society; and only such members may enrol in any courses offered by the Society.
2. Members shall pay the tuition fee for any course offered by the Society upon enrolment, and the amount of all such tuition fees shall be determined by the Board of Directors.
3. Every Member must uphold the Constitution and comply with these bylaws.
4. A person ceases to be a Member of the Society
 - a. by delivering his or her resignation in writing to the Secretary of the Society, or
 - b. by mailing or delivering it to the address of the Society,
 - c. on his or her death, or, in the case of a corporation, on dissolution,
 - d. on being expelled, or
 - e. on having been a Member not in good standing for 6 consecutive months.
5. A member may be expelled by a special resolution of the Members passed at a general meeting.

- a. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - b. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.
6. All Members are in good standing except a Member who has failed to pay his or her Annual Membership Fee when due, or any other subscription of debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid.
 7. Inspection of the register of members by a member will be limited to name. Non-members are not permitted access to the register of members. Those members wishing access to the register of members must do so in writing stating the purpose of the request. All requests will be to the Chair and addressed to

ElderCollege Delta
PO Box 18179
Tsawwassen Postal Outlet
1215-C 56 St.
Delta BC V4L 2M4

8. A member may inspect the records of the Society, other than the register of the members as in Article 7 of this part; however this inspection must be in the company of a director and no copies may be made. Non-members are not permitted access to the records of the Society.

Part 3 - Meetings of Members

1. General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The Directors may, when they think fit, convene an extraordinary general meeting.

4. Notice of a general meeting shall be given to all members no less than 14 days before the date and must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
5. 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.
6. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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

1. Special business is
 - a. all business at an extraordinary general meeting except the adoption of rules of order, and
 - b. all business conducted at an annual general meeting, except the following:
 - 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 audit committee, and/or auditor, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that, under these bylaws ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
2. Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- a. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - b. A quorum is 5% of voting Members in person or by proxy at a general meeting.
3. If within 20 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
4. Subject to bylaw Part 4, item 5, the Chair of the Society, the Vice Chair or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
5. If at a general meeting there is no Chair, Vice Chair or other Director present within 25 minutes after the time appointed for holding the meeting, or the Chair and all the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.
6. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
7. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
8. Except as provided in these bylaws, it is not necessary to give notice of an adjournment of the business to be conducted at an adjourned general meeting.
9. A resolution proposed at a meeting need not be seconded, and the Chair of the meeting may move or propose a resolution.
10. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.
11. A Member in good standing present at a meeting of Members is entitled to one vote.
12. Voting is by show of hands.
13. Voting by proxy is permitted as prescribed by the Board of Directors.
14. A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member and the

representative must be considered as a Member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

1. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute of other lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - a. all laws affecting the Society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
2. The Chair, Vice Chair, President, Vice President (if any), Secretary, Treasurer, Chair of the Program(s) Committee, and Chair of the Audit Committee, as well as one or more Members of the Society shall be Directors of the Society.
3. The number of Directors shall be comprised of not more than fifteen (15) Members of the Society, or such other number, being not less than five (5), as may be determined from time to time at a general meeting of the Members.
4. The Directors must retire from office at each Annual General Meeting when their successors are elected.
5. The newly elected Board of Directors will determine by majority vote at a meeting immediately following each Annual General Meeting who among them shall be appointed and serve as the Officers of the Society for the ensuing year, or until otherwise determined by the Board.
6. An election may be by acclamation, otherwise it must be by ballot.
7. If a successor is not elected, the person previously elected or appointed continues to hold office.
8. The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.
9. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a Member to take the place of the former Director.
10. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

11. The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
12. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
13. 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.
14. The Directors are responsible for setting course fees.

Part 6 - Proceedings of Directors

1. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
3. The Chair is the Chair of all meetings of the Directors. If at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice Chair must act as Chair, but if neither is present the Directors present may choose one of the number to be the Chair at that meeting.
4. A director may at any time, and the Secretary, on the request of a Director, must convene a meeting of the Directors.
5. The Directors may delegate any, but not all of their authority, duties, or powers, to certain standing committees of the Board, as they deem appropriate. All such committees to consist of a Chair, who shall be a Director, and at least two other directors or members of the Society; and such committees shall be
 - (i) the Executive Committee
 - (ii) a Finance Committee
 - (iii) an Audit Committee
 - (vi) a Program(s) Committee
 - (v) a Membership Committee
 - (vi) a Governance & Policy Committee

(vii) a Procedures & Administrative Committee

(viii) a Communications and Public Relations Committee.

6. The Directors may also delegate certain duties to ad hoc committees appointed by the Board from time to time as the need arises, such as a Nominating Committee and the members of such committees shall be Members of the Society, but need not be at least 3 in number, or Directors.
7. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
8. A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee must choose one of their number to be the Chair of the meeting.
9. The Members of a committee may meet and adjourn as they think proper.
10. For a first meeting of Directors held immediately following the appointment or 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 Directors for the meeting to be constituted, if a quorum of the Directors is present.
11. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be sent by letter or any relevant electronic means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn
 - a. a notice of meeting of Directors is not required to be sent to that Director, and
 - b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
12. Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
13. In the case of a tie vote, the Chair does not have a second or casting vote.
14. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.

15. 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.
16. A contract or other record to be signed by the Society must be signed on behalf of the Society
 - a. in any case by a Director and one other individual authorized by the Board to sign on behalf of the Society;
 - b. if the Chair person is unable to provide a signature, by the Vice Chair together with one other Director
 - c. if the Chair person and the Vice Chair are both unable to provide signatures, by any two other Directors, or
 - d. in any case, by one or more individuals authorized by the Board to sign on behalf of the Society.
 - e. in the case of documents to be signed and or issued by the Society in the normal course of business operations, such as Purchase Orders, Work Orders, Delivery Receipts and other administrative documentation, the Board may authorize an individual to sign on behalf of the Society.

Part 7 - Duties of Officers

1. The Chair presides at all meetings of the Society and of the Directors.
2. The Chair is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
3. The Vice Chair must carry out the duties of the Chair during the Chair's absence.
4. The Secretary must do the following:
 - 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.
5. The Treasurer must

- a. keep the financial records, including books of account, necessary to comply with The Society Act, and
 - b. render financial statements for the Directors, Members and others when required.
 - c. prepare a Budget, Annual Provincial Report, and Canada Revenue Agency Reports.
6. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.
 7. If a Secretary Treasurer holds office, the total number of Directors must not be less than five (5) or less than that which may have been determined under bylaw Part 5, Item 4.
 8. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.
 9. The Board may appoint an Administrator who shall assist the Officers of the Society as and when directed to do so, and shall act as the Manager of the Business Office of the Society, and the Board shall determine his or her remuneration, as an employee of the Society.

Part 8 - Seal

1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new one in its place.
2. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specific, then in the presence of the Chair and Secretary or Chair and Secretary Treasurer.

Part 9 - Borrowing

1. 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 of repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of debentures.

2. A debenture must not be issued without the authorization of a special resolution.
3. The Members of the Society may , by Special Resolution authorize or restrict the borrowing powers of the Directors, but any such authorization or restriction will, unless specified otherwise in the Special Resolution, expire at the next Annual General Meeting.

Part 10 - Auditor

1. The Board shall appoint an Audit Committee, consisting of at least one Director who is not an Officer of the Society, together with up to two other Members, all of whom are familiar with normal accounting and business practices.
2. The Audit Committee shall, among other matters, review the accounts of the Treasurer and the Annual Financial Statements of the Society, and will certify that such accounts and statements are correct, prior to presentation of the Annual Financial Report to the Members at the Annual General Meeting.
3. If deemed appropriate or necessary, because the Society is a Registered Charitable Organization, the Audit Committee may recommend the appointment of an independent auditor to review the accounts and financial statements of the Society and report his or her determination to the Members following such review.

Part 11 - Notices to Members

1. A notice may be given to a Member, electronically, personally or by mail to the Member at the Member's registered address or email address.
2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting must be given to
 - a. every Member who is on the register of Members on the day notice is given, and
 - b. the auditor, if Part 10 applies.
4. No other person is entitled to receive a notice of a general meeting.

Part 12 - Bylaws

1. These Bylaws may not be altered or added to except by Special Resolution of the Members of the Society.
2. Where the provisions of these Bylaws conflict with the Policy Statement of the Society, the provisions of these Bylaws shall prevail.

Part 13 - Formerly Unalterable Provisions

1. Not for Profit

The purposes of the Society shall be carried out without gain or profit to its members and any profits or other accretions to the Society shall be used in promoting its purposes, and this is unalterable. (This provision was previously unalterable.)

2. Dissolution

Notwithstanding Article 4 of the Constitution, upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the *Income Tax Act (Canada)*. (This provision was previously unalterable.)

3. Society Act

Paragraphs 3, 4, 5 of the Constitution are unalterable in accordance with the *Society Act*.

(This provision was previously unalterable.)