

BY-LAWS OF SENIOR PEER COUNSELLING OF BRITISH COLUMBIA

Part 1. – Interpretation

1. In these Bylaws, unless the context otherwise requires,
 - a) directors means the directors of the society,
 - b) Societies Act means the Societies 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 address as recorded in the register of members.
 - d) Special Resolution means a resolution passed at a properly convened General Meeting of the Society so identified as Senior Peer Counselling of British Columbia, of which 30 days notice specifying the purpose of the special resolution has been given and by not less than 75 % of the votes by those so entitled to vote thereon, under the bylaws present at the meeting or by proxy at the time a special resolution is passed.
 - e) Regions means the areas of Division within the province for administration, as follows:

Region 1 – Okanagan and Kootenays
Region 2 – Vancouver Island and Gulf Islands
Region 3 – Central and Northern Interior and including North Coast and Haida Gwaii
Region 4 – Lower Mainland and Fraser Valley
 - f) the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
2. 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

3. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. Any senior peer counselling group (or similar service provider, i.e. Hospice) is eligible to become a member, if the group undertakes to abide by the Constitution and Bylaws of Senior Peer Counselling of British Columbia. A group has one vote.
5. Every member shall uphold the Constitution and comply with these Bylaws and Standing Rules that may be determined from time to time.
6. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues and/or fee shall be established by resolution at the Annual General Meeting of Senior Peer Counselling of British Columbia.
 - A. Membership Categories shall be:
 - Group Affiliate
 - Individual Active Member
 - Individual Associate Member
 - B. In accordance with Revenue Canada & Customs rules, a tax deductible receipt for membership will be given upon request.
7. A person shall cease to be a member of the Society
 - A. by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - B. on his death or in the case of a corporation on dissolution, or
 - C. on being expelled, or
 - D. on having been a member not in good standing for 12 consecutive months
8. (1) A member may be expelled by a special resolution of the members at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed 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 current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3. - Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Societies 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 hour of meeting, and in case of special business, the general nature of the business.

(2) Notice of all general meetings of Senior Peer Counselling of British Columbia shall be given by publication in the newsletter of the Society or by letter, which shall be distributed to all members of Senior Peer Counselling of British Columbia not less than thirty (30) days prior to such meetings and shall be deemed to be sufficient and proper notice to all members of the said Society.

(3) 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.
14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once 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

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 financial statements,
 - (iii) the report of directors,
- (2) Voting is by show of hands or by secret ballot, at the discretion of the eligible members present.
- (3) Voting by proxy is permitted.

- (a) At all General Meetings of the Society every member of the Society shall have one vote; and in the absence of any member at any general meeting of the Society such member may, by proxy in writing, appoint such other member or other person as approved by the registered owner(s) who is present at such meeting to vote in the place of such absent member.
- (b) No person shall act as proxy for more than five active members.
- (c) The proxy shall be delivered to the Secretary of the Society before or at the time for holding the meeting at which the person named in the proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (d) An instrument appointing a proxy may be in the following form, or in any other form that the Directors shall approve:

I, _____ of, _____ in the
Province of British Columbia, hereby appoint
_____, of _____
as my proxy to vote for me and on my behalf at the (Annual or
Special, as the case may be) General Meeting of the Society to be
held on the ____ day of _____, 20__.

Signed at _____ this ____ day of _____, 20__.

16. A member may vote by his authorized representative who is entitled to speak and vote, and in all other respects exercise the right of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5. – Directors and Officers

- 17.(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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject to,

- (a) all laws affecting the Society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws which are made from time to time by the Society in general meeting.

- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

18. (1) It shall be the responsibility of each Region to conduct an election (if required) of the nominees for Director of Senior Peer Counselling of British Columbia. The names of those so elected shall be reported to the board of directors of Senior Peer Counselling at least four (4) weeks prior to the Annual General Meeting of SPC/BC..
- (2) Each region may elect two (2) directors and one alternate to the Board of Senior Peer Counselling of British Columbia. Regional elections may be by acclamation or by ballot. If nominations are not forthcoming appointments to the Board can be made and approved at the Annual General Meeting.
- (3) The Board of Directors of Senior Peer Counselling of British Columbia shall be notified thirty (30) days prior to the Annual General Meeting, of each region's elected directors.
- (4) Board members may not succeed themselves in an Executive position for more than one additional term of office.
- (5)The Board of Directors shall be limited to 9 or such greater number as

may be determined from time to time at the Annual General Meeting.
(President, Vice-President, Secretary, Treasurer, Past President,
(Appointed) 4 Directors At Large.

(6) The new Board of Directors of Senior Peer Counselling of British Columbia shall at the earliest possible time hold a director's meeting. (i.e. during or proceeding the Annual General Meeting) The new Board shall select, from its own members, those best qualified to hold the executive positions of Senior Peer Counselling of British Columbia. (i.e. President, Vice-President, Secretary and Treasurer.)

19. (1) The terms of office shall be: President – 2 years,
Vice President – 2 years, Secretary – 2 years,
Treasurer – 2 years, Directors – 2 years.

(2) At all times there will be a Finance Committee to work with the Treasurer.

(3) If a term of office is not completed by an incumbent, the respective region will nominate a replacement to complete the term.

20. (1) The AGM may elect or the Board of Directors may appoint a member as a director to fill a vacancy in the Board, if a region is unable to fill a vacant position. The number of Board members from one Region can exceed two when the representation from another Region is less than two.

(2) A director so appointed may hold office only until the conclusion of the next following Annual General Meeting of Senior Peer Counselling of British Columbia, but is eligible for re-election in that election year.

21. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

22. (1) Any director may be expelled from the Board of Directors of Senior Peer Counselling of British Columbia, upon notice to him or her by the Board, at a duly convened meeting for cause, deemed sufficient by the Board of Directors, or by a resolution requiring two-thirds (2/3) majority of those members of the Board of Directors, present and voting.

(2) The director affected shall be given notice of the meeting and has the right to attend any such meeting and shall be heard.

- (3) The members may, by Special Resolution, remove a director before his or her term expires and shall be replaced as per Bylaws 20 and 21

23. No director shall be remunerated for being or acting as a Director, but a Director may 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

24.(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) The members of the Society may from time to time fix the quorum necessary for the transaction of business and, unless so fixed, the quorum shall be a simple majority of the directors then in office.
- (3) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but, if neither is present, the directors present may choose one of their number to be chairman of that meeting.
- (4) A director may at any time, and the secretary, on the request of the Director, convene a meeting of the directors.
- (5) Any member of Senior Peer Counselling of British Columbia may attend meetings of the board of directors – other than in-camera sessions – and with permission of the chair may speak.

25. (1) The directors may delegate any, but not all, of their powers to committees consisting of such directors and members of Senior Peer Counselling of British Columbia as they deem 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 exercise of those powers to the earliest meeting of the directors to be held next, after it has been done.

26. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time

appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.

27. The members of a committee may meet and adjourn as they think proper.

28. 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 duly constituted, if a quorum of the directors is present.

29. 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 by letter, telegram, telex, cable, fax or e-mail) of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of directors shall 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 shall, if a quorum of the directors is present, be valid and effective.

30.(1) Questions arising at any meeting of the directors and committee of directors and appointees as applicable shall be decided by a simple majority of votes present.

- (2) In the case of an equality of votes, the chairman does not have a second or casting vote.

31. No resolution proposed at a meeting of directors or committee of directors need be seconded and a chairman of a meeting may move or propose a resolution.

32. A resolution in writing, signed by all the directors and placed with the minutes of directors, is valid and effective as if regularly passed at a meeting of directors.

Part 7. – Duties of Officers

33.(1) The president shall preside at all meetings of the Society and of all 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.

34. The vice-president shall carry out the duties of the president during his absence.

35. 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, and
- (f) maintain the register of members.

36. The treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and

(b) render financial statements to the directors, members and others when required.

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

(2) Where a secretary-treasurer holds the office, the total number of officers shall not be less than 4 or any such greater number as may have been determined pursuant to Bylaw 18 (5).

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

Part 8. – Seal

39. 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 place of the seal destroyed.

40. The common seal shall be affixed only when authorized by a resolution of the directors and only in the presence of the president and secretary, or president and secretary-treasurer.

Part 9. – Borrowing

41. In order to carry out the purpose 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 describe, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

42. No debenture shall be issued without the sanction of a special resolution.

43. 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

44. This part applies only where the Society is required or has resolved to have an auditor.

45. The first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.

46. At each annual general meeting the Society shall appoint another auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

47. An auditor may be removed by ordinary resolution.

48. An auditor shall be informed forthwith in writing of appointment or removal.

49. No director and no employee of the Society shall be auditor.

50. The auditor may attend general meetings.

Part 11. – Notice to Members

51. A notice may be given to a member, either personally or by mail to him at his registered address.

52. 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 providing that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

53. Notice of a general meeting as per Bylaw 13 shall be given to:

- (a) every member shown on the register of members on the day notice is given, and,
- (b) the auditor, if Part 10 applies,
- (c) No other person is entitled to receive a notice of general meeting.

Part 12. – Bylaws

54. On being admitted to membership, a member is entitled to, and the Society shall give him, a copy of the constitution and bylaws of the Society.

55. These bylaws shall not be altered or added to except by special resolution.

Part 13. – Parliamentary Authority

56. The rules contained in Robert's Rules of Order Revised shall govern Senior Peer Counselling of British Columbia, in all cases wherein they are not superseded by the Bylaws of Senior Peer Counselling of British Columbia or by Special Rules of Order.

Part 14 - Dissolution

57. On the winding up and dissolution of the society, the assets shall not be distributed amongst the members or any of them, but the members shall, by resolution, provide for the payment, transfer and delivery of the assets remaining after all debts are paid, or provision for payment has been made, to a charitable society which has a similar, charitable purpose. This provision was previously unalterable.