

## **BYLAWS EFFECTIVE MAY 2010**

Here set out in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *SOCIETY ACT* and any other bylaws.

### **1. DEFINITIONS**

In these By-laws:

**1.1 UNION** means the Telecommunication Workers Union.

**1.2 DIRECTORS** means those persons who are elected as the Directors of the Society in accordance with these by-laws.

### **2. MEMBERSHIP**

**2.1 Membership in the Society is open to all former and retired members of the Union who are in receipt of a pension from the Telecommunication Workers Pension Plan.**

**2.2 A non-voting member in the Society is a member who has paid into the Telecommunication Workers Pension Plan but is eligible to collect a pension at a later date.**

**2.3 Upon application, by person eligible for membership pursuant to section 2.1 and 2.2, in person or in writing, to the Treasurer, and the remittance of the dues amount specified in section 3.1, they shall immediately become members in good standing for the current year ending April 30<sup>th</sup>.**

**2.4 Voting members of the Society shall have the right to attend, speak and vote at all general meetings of the Society and shall be entitled to share and enjoy all the benefits and privileges accorded to members of the Society.**

**2.5 Non-voting members shall have the right to attend and speak at all general meetings of the Society but shall not have the right to vote. They shall not have the right to run for the Board of Directors until they become voting members.**

**2.6 Each member of the Society shall strictly observe these by-laws and such others as may be adopted hereafter and it shall be the duty of all members of the Society to promote the objects of the Society.**

**2.7 No person shall cease to be a member of the Society for any reason other than the failure to pay the annual dues of the Society on or before April 30<sup>th</sup> of the following year.**

**2.8 Any member of the Society may resign their membership at any time by written notice of resignation to the Secretary of the Society.**

### **3. DUES**

**3.1 Each member shall pay to the Society as dues the sum of Ten Dollars (\$10.00) per annum (May1-April 30) and no person shall be deemed to be a member of this society unless such dues are paid.**

**3.2 The Secretary of the Society shall cause a notice to be sent to each member in good standing of the Society, advising them that the current year's dues are due and payable. Such notice will be sent in the month of April and a member will be considered delinquent if said dues are not received by the Treasurer by May 31<sup>st</sup> of the current year and will be considered no longer a member of the Society if said dues are not received by April 30<sup>th</sup> of the following year.**

**3.4 The Treasurer of the Society shall, upon receiving his/her dues, provide any member, who so requests, with a receipt indicating the current year's dues are paid in full.**

#### **4. FINANCES**

**4.1 The revenue of the Society shall consist of:**

- (a) the said dues**
- (b) income from investments**
- (c) miscellaneous revenues**

**4.2 All revenues of the Society shall be deposited in one of the financial institutions approved in the Trustee Act of British Columbia from time to time in force and all amendments thereto.**

**4.3 All expenditures of the Society shall be made by cheques drawn on the aforesaid account.**

**4.4 All revenue shall be received and all expenditures made by the Treasurer who shall keep records thereof which shall be open to inspection by any member of the Society by prior arrangement with the Treasurer.**

**4.5 An account of all revenues and expenditures shall be presented by the Treasurer to each regular meeting of the Board of Directors. An audited account of all revenues and expenditures, and a Balance Sheet of the Society shall be presented to the Annual General Meeting.**

**4.6 All cheques, drafts, bills of exchange and commercial papers necessary to be executed by the Society shall be signed on behalf of the Society in such manner as the Board of Directors may from time to time determine.**

**4.7 All decisions as to investment of the funds of the Society shall be made by the Board of Directors.**

**4.8 No expenditure shall be made out of the funds of the Society without the approval of the Board of Directors. The Board of Directors may approve discretionary funds for the use of the Treasurer of the Society for administrative purposes.**

**4.9 The Society shall have no borrowing powers whatsoever.**

**4.10 The fiscal year of the Society shall end on the 30th day of April in each year.**

#### **5. BOARD OF DIRECTORS AND OFFICERS**

**5.1 The term of office of the Board of Directors shall be two (2) years.**

**5.2 The Board of Directors of the Society shall consist of a minimum of six (6) persons and a maximum of ten (10) persons who are elected to such positions at each Annual General Meeting. At the 2008 Annual General Meeting two (2) Directors may be elected for**

a term of two (2) years and two (2) Directors may be elected for a term of one (1) year. Thereafter Director elections shall be staggered in alternate years with a minimum of three (3) Directors elected at each Annual General Meeting.

5.3 In the event that a Director is unable or unwilling to serve for the full term of office, the remaining Directors shall be empowered to appoint a temporary replacement until the next general meeting or Annual Meeting of the Society. At which time an election will be held to fill the balance of the vacated term of office.

5.4 The Officers of the Society shall consist of the following:

President  
Vice-President  
Secretary and  
Treasurer

5.5 The Officers of the Society shall be elected by the Board of Directors at their first meeting following the election.

5.6 (a) The President shall be the principal operating officer of the Society and shall be responsible for executing all policies and decisions established by the Board of Directors and the General Meeting.

(b) The President shall preside at all meetings of the Society and the Board of Directors' meetings. In his/her absence the Vice-President or his/her appointee, will chair all meetings.

5.7 (a) The Treasurer shall be the principal financial officer of the Society and shall attend all meetings of the Society and the Board of Directors. The Secretary shall be principal administrative officer of the Society and shall attend all meetings of the Society and the Board of Directors, and shall cause a faithful record to be kept of all proceedings, and shall issue notices of meetings.

(b) The Treasurer shall safeguard all contracts, books, records, monies, securities and all other properties of the Society. The Secretary shall safeguard all administrative records, and all other properties of the Society.

(c) The Treasurer shall have custody of the Society Seal and cause it to be impressed upon such documents as may be required by law or the Board of Directors.

(d) The Treasurer shall supervise the maintenance of such membership lists as may be required by the Society and shall cause a collection of per capita dues, and any other monies due the Society.

(e) The Treasurer shall cause the payment of proper bills and expenses of the Society when evidenced by satisfactory statements or vouchers, by cheques signed by such persons as may be designated by the Board of Directors.

(f) The Treasurer shall invest the funds of the Society as instructed by the Board of Directors.

(g) The Treasurer shall submit the books for audit not less than once a year to auditors selected by the Society.

(h) The Secretary shall perform such other duties as the Directors may prescribe.

5.8 The Board of Directors shall meet at once every six (6) months. A majority of the Directors actually present at each meeting of the Board shall constitute a quorum.

5.9 The Directors may create and appoint such Committees from their own number or from the Society for carrying out the work of the Society and they may delegate the powers of the Board of Directors to such Committees. The President shall be an ex-officio member of all Committees, and shall vote only in the event of a tie.

5.10 (a) The signing officers of the Society shall be the Treasurer together with one or two other members of the Board of Directors so designated by the Board. Any two of these persons shall sign in each other's presence the cheques, drafts, bills of exchange and other commercial papers necessary to be executed by this Society.

(b) Members of the Board of Directors including the President, Vice-President, Secretary and Treasurer shall receive no remuneration except legitimate expenses incurred while doing the business of the Society.

(c) Any Director of the Society may be removed from office by a special resolution passed at a general meeting of the Society and another Director elected to serve the balance of the term of office.

## 6. MEETINGS

6.1 Annual General Meetings of the Society shall be held in the month of May each calendar year on a date and at a time and place designated by the Board of Directors of the Society.

6.2 Extraordinary General Meetings of the Society may be held at the discretion of the Board of Directors.

6.3 Notice of the time and place of each General meeting of the Society shall be mailed to every member at his or her last know address, postage pre-paid, at least fourteen (14) days before the date of the General Meeting.

6.4 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 the meeting.

6.5 Ten (10) members in good standing of the Society actually present at any meeting of the Society shall constitute a quorum sufficient for the transaction of all business at such meetings.

6.6 All meetings shall be conducted in accordance with Bourinot's Rules of Order and any resolution which receives in its favour a majority of the votes cast at any such meeting shall be deemed to have been passed and shall be adopted by the Society, PROVIDED, however, that no special resolution shall be deemed to have been passed unless it receives three-fourths of the votes cast.

6.7 Each member of the Society is entitled to one vote on issues arising at a meeting of the Society. Any member in good standing, who is unable to attend a meeting of the Society, may request, and receive, a proxy voting form from the Secretary-Treasurer and assign such proxy to any other member of the Society who is in good standing.

6.8 An instrument appointing a proxy may be in the following form or in such other form as the Directors may approve:

I, \_\_\_\_\_ of, \_\_\_\_\_ being a member in good standing of the Society, hereby appoint \_\_\_\_\_, of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the (Annual/Special) General Meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_, 20\_\_\_, and at any adjournment thereof.

Signed at \_\_\_\_\_, this day of \_\_\_\_\_, 20\_\_.

6.9 No person shall act a proxy for more than three (3) active members.

6.10 Meetings of the Board of Directors may be called whenever and as often as is deemed necessary by the President and Secretary or whenever a demand for such meeting is made by three or more members of the Board of Directors.

**7. MISCELLANEOUS**

7.1 These Bylaws may only be altered or amended by a special resolution that has been included on the meeting notice for a General or Extraordinary Meeting and passed at that meeting of the Society. Every such resolution shall be filed with the Registrar of Companies forthwith, and does not take effect until it is filed by the Registrar of Companies.

7.2 The Society may, by special resolution passed at a General Meeting of the Society, subscribe to and become a member of and co-operate with any other Society, where incorporated or not, whose object in whole or in part are similar to the objects of this Society.

7.3 The Society shall subscribe to and become a member of and co-operate with the Council of Senior Citizens Organizations of B.C. (COSCO) whose objects in whole or in part are similar to the objects of this Society.

7.4 The Society shall co-operate with the Telecommunication Workers Union whose objects in whole or in part are similar to the objects of this Society.

7.5 Special Resolutions must be forwarded to the Secretary of the Society sixty (60) days prior to the Annual General Meeting of the Society or any Extraordinary Meeting of the Society.