

KAMLOOPS ADULT LEARNERS SOCIETY CONSTITUTION AND BY-LAWS

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CONSTITUTION

1 Name: The name of the Society is the “Kamloops Adults Learners Society”.

2 Purposes and Objectives: The purposes of the Society are to:

2.1 Provide educational opportunities for seniors in the Kamloops/Thompson region;

2.2 Offer, administer, and conduct classes for seniors in the Kamloops/Thompson region;

2.3 Promote the physical and mental well-being and quality of life of seniors in the Kamloops/Thompson region;

2.4 Promote the benefits of continuous learning for seniors in the Kamloops/Thompson region;

2.5 To receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Society, for such other organizations as are “Qualified Donees” under the provisions of the Income Tax Act of Canada, as amended (the “Income Tax Act”) and for such other purposes and activities as are authorized for registered charities under the provisions of the Income Tax Act; and

2.6 To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society;

2.7 To establish a statement of Guiding Principles that will reflect the Vision and Mission of the Society;

3 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society. This paragraph is unalterable.

4 In the event of the dissolution or winding-up of the Society, the funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution or winding-up provided that such organization shall be a registered charity recognized by Canada Revenue agency as being qualified as such under the provisions of the Income Tax Act of Canada. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to a suitable level of local government. This paragraph is unalterable.

BY-LAWS

Here set out, in numbered clauses, are the By-Laws of the Society.

PART 1: DEFINITIONS

1.1 In these By-Laws and the Constitution of the Society, unless the context otherwise requires:

(a) “Address of the Society” means the address of the Society as filed from time to time with The Registrar in the Notice of Address;

(b) "Board" means the Board elected by members as authorized by the Constitution and these By-laws in managing the affairs of the Society

(c) “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 a meeting

(d) “By-Laws” means the By-Laws of the Society as filed in the Office of the Registrar;

(e) “Constitution” means the Constitution of the Society as filed in the Office of the Registrar;

(f) “Directors” means those persons who have become either appointed, elected, founding or replacement Directors in

accordance with these By-Laws and have not ceased to be Directors;

(g) "Members" means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with those By-Laws and, in either case, have not ceased to be members and a "member" means one of them;

(h) "Ordinary Resolution" means: a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote in person at such meetings; or of the members and consented to by 50% of the members who would have been entitled to vote in person at a general meeting of the Society;

"President" means a person elected to the office of President in accordance with these By-Laws but such office holder may, with approval of Board resolution, use the title Chair, Chairperson, Chairwoman in substitution for, or in addition to, the title, "President";

"Registered Address" of a member or Director means the address of that person as recorded in the Register of members or the Register of Directors;

(k) "Registrar" means the Registrar of Companies in the Province of British Columbia;

(l) "Society Act" means the KAMLOOPS ADULT LEARNERS SOCIETY;

(m) "Society" means the Society Act, R.S.B.C. 1996, Chapter 433, as amended;

(n) "Special Resolution" means: a resolution passed at a Special Meeting where members have been given fourteen (14) days of notice of such meeting of the Society and requires sixty percent (60%) of the votes cast by those members entitled to vote in person at the meeting;

1.2 The definition in the Society Act on the date these By-Laws become effective apply to these By-Laws and the Constitution.

1.3 Word importing the singular include the plural and vice versa, and words importing a male person include a female person.

PART 2: MEMBERSHIP

- 2.1 Any person who is retired, regardless of age and lives in the Kamloops/Thompson region and supports the purposes of the Society, may apply to be a member of the Society;
- 2.2 The Members of the Society shall be the applicants for incorporation and those persons whose application for admission as a member of the Society has been accepted by Board resolution.
- 2.3 Every member shall uphold the Constitution and comply with these By-Laws.
- 2.4 The amount of the first annual membership dues shall be determined at the Annual General Meeting of the Society.
- 2.5 The membership year shall run from July 1st to June 30th of the following year.

PART 3: FISCAL YEAR

- 3.1 The fiscal year shall run from July 1 to June 30th, the following year.
- 3.2 The Annual General Meeting of the Society shall be held in September of each year, at which time the election of officers to serve for the ensuing year shall take place. Members shall be given fourteen (14) days notice in writing of an Annual General Meeting.
- 3.3 The Annual General Meeting will consider By-Law changes, additions and amendments as necessary, provided the required fourteen (14) days written notice has been served.

PART 4: MEETINGS

- 4.1 Meetings of the Executive and Board shall be called by the President, or in his/her absence, the Vice President and/or any three members of the Executive.
- 4.2 Special meetings of the membership may be called by the President or by any five members of the Society providing that the entire membership has been notified fourteen (14) days prior to the date and place for such a meeting. The notice for a special meeting must state the business to be transacted and no other business shall be transacted except that stated in the notice of meeting.
- 4.3 Meetings of the Executive and Board shall constitute a quorum at any regular or special meeting. A majority of the members of the Executive or Board shall constitute a quorum of that body.

4.4 A Notice of Motion by any member in good standing of the Society must be submitted in writing to the Secretary fourteen (14) days prior to an Annual General Meeting.

4.5 The procedure for voting at any regular or special meeting is such that any member in good standing is entitled to one vote. Voting by proxy is not permitted. In the case of a tie vote the chairperson shall cast the deciding vote.

4.6 Annual General Meeting: The Annual General Meeting shall be held in September of each year. The purpose of the Annual Meeting shall be to:

- (a) present Officers and Committee reports
 - (b) elect Society Officers
 - (c) present the audited Financial Statement
 - (d) set membership fees and discuss Budget Proposals
 - (e) discuss general business and membership concerns

PART 5: EXECUTIVE OFFICERS

5.1 The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past President.

5.2 The Officers, with the chairpersons of Standing Committees, shall constitute the Board of Directors.

5.3 Executive officers shall be elected at the Annual General Meeting in September.

- (a) their term of Office shall be for one year;
 - (b) resignation from office shall be in writing to the Secretary;
 - (c) should a vacancy occur in any elected office between the Annual General Meetings, the Executive shall appoint another member to serve in that office for the remainder of the term;
 - (d) In the event that the office of President becomes vacant the Vice-President will assume the office of President. A new Vice-President

will be appointed for the balance of the year by the Board of Directors;

(e) The members may, by special resolution, remove a Director before the expiration of such Director's term of office and may appoint a person as a replacement Director;

(f) A person shall cease to be a Director of the Society:

(1) upon delivering his/her resignation in writing to the Secretary

(2) upon the expiration of the current term

(3) upon being removed as a Director by the members in accordance with By-Law 5.3 (e).

5.4 A Director must not be reimbursed for being or acting as a Director but a Director must be reimbursed for all necessary expenses incurred on legitimate work for the Society.

PART 6: DUTIES OF THE EXECUTIVE OFFICERS

The duties of the Executive shall be such as implied by their respective titles and such as are specified by these By-Laws. All Officers shall keep a permanent record of their work and on relinquishing their office shall turn it over to their successor within fourteen (14) days of leaving office.

6.1 Immediate Past President

(a) acts in an advisory capacity to the President.

6.2 President

(a) ex-officio member of all committees;

(b) prepares agenda for meetings of the Executive/Board;

(c) serves as the Chief Executive Officer and shall preside at all Executive/Board meetings;

(d) serves as one of the signing officers of the Society.

6.3 Vice-President

(a) assumes the duties of the President in the President's absence;

- (b) ex-officio of all committees;
- (c) serves as one of the signing officers of the Society;
- (d) serves as a Committee Chair.

6.4 Secretary

- (a) conducts the correspondence of the Society;
- (b) issues notice of meetings of the Society the Executive and Board of Directors fourteen (14) days prior to the meetings;
- (c) keeps Minutes of all meetings of the Society, and the Executive and Board of Directors, in a permanent file;
- (d) responds to mail and forwards inquiries; order supplies;
- (e) is one of the signing officers of the Society.

6.5 Treasurer

- (a) all cheques must be signed by the Treasurer and counter-signed by the President or one of the other signing Officers of the Society;
- (b) records and reconciles receipts and revenues received from Registrar;
- (c) shall receive and deposit all monies on behalf of the Society, pays bills upon the authorization of the Executive and keeps an itemized record of all receipts and expenditures; gives a report of same at each meeting of the Executive/Board;
- (d) approves petty cash vouchers with second signing officer and issues reimbursement;
- (e) prepares Budget, and Annual Provincial Report, and any Canada Revenue Agency Report;
- (f) prepares financial statements.

PART 7: STANDING COMMITTEES

There shall be the following Standing Committees: Registration, Membership, Planning, Programs, Facilities, Publicity, Fund-raising. Each Committee Chair shall, at the end of the term, pass on a file of information to the successor within

fourteen (14) days. Each Committee shall carry out all duties assigned to it under the Society's By-Laws.

7.1 Facilities/Equipment

(a) responsible for acquiring the negotiation of appropriate rent/lease

Facilities;

(b) responsible for obtaining keys, relevant equipment, and supplies.

Three Board members approve lease, (Treasurer and two Board members).

7.2 Fundraising

(a) organizes and coordinates fundraising committee;

(b) seek contributions in money and in kind from individuals, organizations and businesses;

(c) develops grant proposals;

(d) develops long and short-range plans for fundraising;

(e) liaisons with Executive.

7.3 Policy and Planning

(a) develops organizational structure;

(b) develops Guiding Principles, Vision and Mission Statements;

(c) establishes and evaluates short and long term planning goals;

(d) develops the Constitution and By-Laws and prepares an annual review;

(e) based on liaison with committee chairs, develops an Educational Plan.

7.4 Programs

(a) solicits ideas and proposals for learning activities from community

(b) identifies and confirms arrangements for programs, including program descriptions;

(c) in cooperation the Registrar and Facilities chairpersons, prepares a program schedule, including dates, times, and room assignments;

(d) in cooperation with the Publicity chairperson, prepares program descriptions for publication, including title, program number, group leader, location,

- scheduling, and content of the program;
- (e) conveys the list of proposed programs for the upcoming semester to the Registrar;
- (f) conducts evaluations of programs and provides feedback to the Group Leaders and the Board of Directors;
- (g) in consultation with the Group Leaders and Policy and Planning Committee, decides when to cancel programs or add new sections.

7.5 Publicity

- (a) responsible for recruitment of Society members;
- (b) develops leaflets, advertising, and newsletter;
- (c) contacts media: newspaper, television, radio;
- (d) responsible for scheduling, promotion, speakers, distribution of leaflets.

7.6 Registration/Membership

- (a) maintains a current membership list;
- (b) receives a list of proposed programs for the upcoming semester from the Programs chairperson;
- (c) keeps a record of program changes, cancellations, and complaints;
- (d) retains program registration forms until the end of the next semester;
- (e) receives and accepts membership and program registration information with related revenues;
- (f) prepares receipts for membership and program registration and prepares class lists for distribution to Group Leaders;
- (g) forwards receipts and revenues to the Treasurer;
- (h) liaises regularly with the Treasurer.

7.7 Coordinator of Volunteers

- a) develop a volunteer list and set up an event schedule

b) at the request of the executive, arrange for volunteers to set up an information table at community events for the purpose of informing the public about the society and the educational courses offered

c) ability to use a computer for e-mailing is necessary

7.8 Historian

a) responsible for developing a scrapbook of society press releases, news instructors and society community events

b) camera ownership and scrapbooking experience an asset

PART 8: NOMINATIONS AND ELECTIONS

8.1 The Executive shall be elected by secret ballot at the Annual General Meeting.

8.2 The Executive shall appoint a Chairperson for the Nominating Committee.

8.3 The Nominations Committee shall report nominations received for Office at the Annual General Meeting. Nominations may arise from the floor.

8.4 The candidate receiving the majority of votes cast shall be declared elected. Should there be only one candidate for any office, that candidate shall be elected by acclamation. No candidate shall stand for more than one office at a time.

PART 9: VOTING BODY

9.1 Only members in good standing shall vote. A member in good standing is any member who has paid their dues for the current year.

9.2 Voting by proxy shall not be permitted.

PART 10: AMENDMENTS

10.1 By-Laws may be made, amended or repealed at the Annual General Meeting or any regular meeting of members by two-thirds (2/3) vote of paid-up members present, provided that Notice of Motion has been sent to all members not less than fourteen (14) days before that meeting.

10.2 Notwithstanding item (10.1) By-laws may be made, amended, or repealed at the Annual General Meeting or any regular or special meeting without Notice of Motion, provided the vote is unanimous.

PART 11: GUIDING PRINCIPLES

11.1 Decisions of the Board and all activities relating to the Society must comply with The “Statement of Guiding Principles” which is in effect at all times.

PART 12: FINANCIAL SUPPORTERS

12.1 The Board may name particular businesses or other organizations as “Official Sponsors” of the Society who provide financial support or other forms of support to the Society.

12.2 The Board shall have absolute discretion to select “Official Sponsors” and also to change or remove “Official Sponsors” from time to time.

PART 13: BORROWING

13.1 In order to carry out the purposes of the Society, the Board may, on behalf of the Society, raise or secure the payment or prepayment of money in any manner it decides, including the granting of mortgages, guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

13.2 No debenture shall be issued without the authorization of special resolution.

13.3 The members may restrict the borrowing powers of the Board.

PART 14: FUNDRAISING

14.1 The Board may authorize activities to raise funds or engage other persons to raise funds to support the purposes of the Society.

14.2 The Board shall have absolute discretion to determine how funds are raised and may apply to government and other charities or not-for-profit organizations for financial assistance on such terms as the Board may in its absolute discretion determine.

PART 15: AUDIT

15.1 The Executive shall appoint a Financial Audit Committee of **two people**, who are familiar with normal accounting practices and who are not current members of the Board of Directors.

15.2 The Financial Audit Committee shall review the accounts of the Treasurer, certify that they are correct, and sign the Annual Financial Report to be presented to the Society at its September Annual General Meeting.

Original Constitution and By-Laws dated January 4, 2006
Certificate of Incorporation dated January 4, 2006
Revised By-laws adopted by Special Resolution dated September 13, 2006
By special resolution dated September 13, 2006, By-Laws on file with the
Registrar of Companies, Victoria, BC
Revised By-Laws adopted by Special Resolution dated September 12, 2007
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