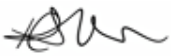
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Province of British Columbia



KATHLEEN ASSAF

NORTH CENTRAL SENIORS' ASSOCIATION

CONSTITUTION

1. The name of the society is North Central Seniors Association,

   5401 Moriarty Crescent, Prince George, B.C. V2N 4C3

2. The purposes of the society is as a:

   (a) Nonprofit charitable organization to develop unique programs for the benefit of seniors within our community

   (b) To establish, maintain and operate a Centre designed to give seniors an opportunity to share their interests, skills, and talents in developing and carrying out projects of their own choosing.

   (c) To focus on the well-being of our community's senior citizens and to enrich the lives of our aging population by providing them with programs and learning opportunities that will enrich, inform and enhance their physical, social and intellectual well-being.

   (d) To encourage the development of fitness, mental health and wellness programs and services for the benefit of our seniors, in a self-determination and democratic decision making within the retirement community, and to do all that is necessary to obtain the objectives of the society.

Revised September 10, 2026

North Central Seniors' Association

BY-LAWS

PART 1 – DEFINITIONS

The By-laws of the Society are those set out in Schedule "B" of the "Society Act" with the following variations, deletions, and additions:

1. 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 the Province of British Columbia

    c) "Registered address" of a member means their address as recorded in the register of members.

    2) The definitions in the Society 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 included 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 have become members, in accordance with these bylaws and, in either case, have not ceased to be a member.

4. A person who is over 50 years in current year may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

5. Every member shall uphold the constitution and comply with these bylaws.

6. The amount of the annual membership dues shall be determined by the directors and ratified at the Annual General Meeting.

7. A person shall cease to be a member of the society,

    a) By delivering their resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.

    b) On their death;

    c) On being expelled; or

    d) On having been a member not in good standing for 3 consecutive months.

8. A member may be expelled by a resolution of the directors.

   a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

   b) A copy of the brief statement of the reason or reasons for the proposed expulsion without the names of the person (s) presenting the resolution will be given to the person who is the subject of the proposed resolution for expulsion.

   c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting of the directors before the resolution is put to a vote.

   d) Expulsion may be for any of the following reasons:

      i) Failing to support the purposes of the Society.

      ii) Causing a serious and often repeated disruption of the peace and harmony of the Society and of the other members after being asked to cease the disruptions.

      iii) A serious breach of social, ethical, or moral standards which are, in the opinion of the directors, of such a serious nature as to be disruptive or harmful to the Society and the membership as a whole.

   e) The person who has been expelled may apply, after six (6) months, to the directors for reinstatement, and, if the directors are of the opinion that the conduct causing the expulsion shall not be repeated, they may, in their sole discretion, see fit to grant that person a membership again.

9. All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the society and they are 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 the time and place, in accordance with the Society Act that the directors decide.

11. The directors may, when they think fit, convene an Special general meeting.

12. a) Notice of a general meeting shall specify the place, day and hours of the meeting, and, in case of special business, the general nature of the business.

    b) The accidental omission to give notice by 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.

13. The Annual General Meeting of the society shall be held on the third Friday in October or within 15 months of the last Annual General Meeting and in each subsequent year.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

14. Special business is:

    a) All business at a Special general meeting except the adoption of rules of order; and

    b) All business transacted at an annual general meeting, except,

        i) The adoption of rules of order;

        ii) The consideration of the financial statements;

        iii) The reports of the directors;

        iv) The report of the auditor, if any;

        v) The election of directors;

        vi) The appointment of the auditor, if required; and

        vii) The other business that, under these bylaws, 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.

15. a) No business, other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.

    b) 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.

16. If within 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

17. Subject to bylaw 18, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.

18. If at a general meeting

a) There is no president, vice president or other directors present within 15 minutes after the time appointed for holding a meeting; or

b) The president and all the other directors present are unwilling to act as chairperson; the members present shall choose one of their members to be chairperson.

19. a) 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.

b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

20. a) Motions proposed at a meeting need to be seconded.

b) The Chairperson does not have a vote.

c) In case of an equality vote, the chairperson shall cast the deciding vote.

21. a) A full member in good standing at a meeting of members is entitled to one vote.

b) Voting is by show of hands.

c) Voting by proxy is not permitted.

PART 5 – DIRECTORS AND OFFICERS

22. a) The directors may exercise all the powers and do all the acts and things that 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 a general meeting, but subject, nevertheless, to

i) all laws affecting the society,

ii) these bylaws, and

iii) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

b) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

23. a) The president, vice president, secretary, treasurer, and past president and four members in good standing are the directors of the society.

b) The number of directors shall be NINE (9) or a greater number determined at an Annual General Meeting.

24. a) The directors shall retire from office at each annual general meeting when their successors shall be elected.

b) Separate elections shall be held for each office to be filled.

c) An election may be acclaimed; otherwise, it shall be by ballot.

25. a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

b) A director so appointed holds office only until the conclusion of the next annual general meeting of the society but is eligible for reelection at the meeting.

26. a) If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of former director.

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

PART 6 – PROCEEDINGS OF DIRECTORS

27. a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings; they see fit.

b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

c) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson, but if neither is present the directors present may choose one of their number to be the chairperson at that meeting.

d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

28. a) The directors may delegate any, but not all, of their powers to committees consisting of the director or a member appointed by the director

b) A committee so found in the exercise of the powers so delegated shall conform to any rules 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.

29. A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson 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 the chairperson of the meeting.

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

31. 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.

32. The members may by special motion stating the reasons, remove a director before the expiration of his/her terms of office, and may elect a successor to complete the term of office.

    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.

33. Removal from office maybe for any of the following reasons:

    a) Failing to support the purposes of the Society.

    b) Failure to attend three (3) consecutive meetings of the Board of Directors without a good reason.

    c) Failure to carry out their duties as a director without a good reason;

    d) A serious breach of social, ethical, or moral standards that are, in the opinion of the members, of such a serious nature as to be disruptive or harmful to the Society and the membership as a whole.

34. A copy of the special resolution stating the reasons for the removal of the director will be given to the director who is the subject of the proposal to remove them from office.

35. The director who is the subject of the proposal to remove them from office shall be given an opportunity to be heard at a meeting of the members prior to the resolution being put to a vote

36. 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 them while engaged in the affairs of the Society.

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

    b) The Chairperson does not have a vote.

c) In case of an equality vote, the chairperson shall cast the deciding vote

38. No recommendations proposed at a meeting of directors or committee of director's need be seconded and the chairperson of a meeting may move or propose a recommendation.

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

40. In an emergency situation, the Board of Directors has the power to immediately spend the money required to rectify a problem affecting the continued safe and efficient operation of the centre and will report the spending to the General Meeting of the members.

41. The President shall have the authority to approve expenditures up to $500.00 without approval of the Board of Directors or its membership. Such expenditures will be reported to the membership at the next General Meeting.

PART 7 – DUTIES OF OFFICERS

42. a) Officers of the Society shall be the President, Vice President, Secretary, Treasurer and past President

b) The president shall preside at all meetings of the society and of the directors.

c) The President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

43. a) The Vice President shall carry out the duties of the president during the president's absence.

b) The Secretary must do the following:

i) Conduct the correspondence of the society.

ii) Issue notices of meetings of the society and directors.

iii) Keep minutes of all meetings of the society and directors;

iv) Have custody of all records and documents of the society except those required to be kept by the treasurer.

v) Maintain the register of members

44. The Treasurer must

a) Keep the financial records, including books of account, necessary to comply with the Society Act, and

b) Render financial statements to the directors, members and others when required

45. a) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

b) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 23 b)

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

PART 8 – BORROWING

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

48. A debenture must not be issued without the authorization of a special resolution.

49. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 9 – AUDITOR

50. This Part applies only where the society is required or has resolved to have an auditor

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

52. At each annual general meeting the society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.

54. An auditor shall be promptly informed in writing of appointment or removal.

55. A director or employee of the society must not be its auditor.

56. The auditor may attend general meetings.

PART 10 – NOTICE TO MEMBERS

57. A notice may be given to a member, either personally, by mail or by email to the member at the member's registered address.

58. 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.

59. 1) Notice of a general meeting must be given to

i) every member shown on the register of members on the day notice is given, and

ii) the auditor, if Part 9 applies.

2) No other person is entitled to receive a notice of a general meeting,

PART 11 – BYLAWS

60. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

61. Changes to the bylaws can be put to a vote at an Annual General meeting by a member in good standing or by the Board of Directors provided a notice of motion has been given at a previous General Meeting and a two weeks notice has been published.

62. Changes to the Constitution and Bylaws must be accepted by 75 percent of the voting members present at an Annual General Meeting. Or ratified at a special general meeting.

63. All changes to the Constitution and Bylaws must conform to the Society Act of British Columbia and be approved by the Registrar of the Act before they are enacted.

64. Whenever there is a conflict between this Constitution and Bylaws and the Society Act, the latter shall prevail.

PART 12 – QUORUM

65. a) Annual General meeting must have 20% of members in good standing of whom at least four (4) are Chairperson Officers shall constitute a quorum.

b) General meeting – 20% members registered and in good standing

c) Executive meeting – 5 directors of which 3 are officers

d) Special meeting shall be 20% members and 75% present to pass the vote.

66. The directors may from time to time fix the quorum necessary to transact business at an Executive Meeting and unless so fixed the quorum shall be a majority of the directors then in office.