



CONSTITUTION AND BYLAWS OF THE ELDERACTIVE RECREATION ASSOCIATION

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A. CONSTITUTION

ARTICLE 1: NAME

The name of the organization is the ElderActive Recreation Association (hereinafter referred to as “ElderActive”).

ARTICLE 2: OBJECTS AND PURPOSES

The objects and purposes of ElderActive are:

- 4.1 to enhance the quality of life for the older adult residents (“Elders”) of the Yukon by providing the leadership and support that will assist them to live in independence and dignity;
- 4.2 to include all elders who share an active living lifestyle philosophy regardless of race, religion, gender or physical limitations;
- 4.3 to engender a sense of community spirit by providing the opportunity and catalyst for bringing elders, their families, and the community-at-large together to become involved in Active Living;
- 4.4 to demonstrate the values and abilities of persons 55 years of age and over and create an awareness of their contribution to the Canadian lifestyle;
- 4.5 to promote active participation in sport, recreation, cultural, educational and creative activities in all Yukon communities;
- 4.6 to pursue any other purposes that enrich the lives of older persons;
- 4.7 be dedicated to the concept of elders helping elders help themselves and thereby living fuller and more active and healthy lives;

ARTICLE 3: JURISDICTION

The operations of ElderActive are to be carried out principally in the Yukon Territory.

B. BY-LAWS

PART 1: INTERPRETATION

In these Bylaws, words importing the singular include the plural and vice versa, and words importing female include male and *vice versa*.

PART 2: DEFINITIONS

Unless the context requires otherwise, terms appearing in these Bylaws have the following meanings:

- 2.1 “ElderActive” – the ElderActive Recreation Association
- 2.2 “Director” – a member of the Board of Directors for the time being, whether elected by the membership as a whole or appointed by the competent authority as detailed in the Bylaws.
- 2.3 “Board” – the Board of Directors of ElderActive
- 2.4 “Executive Committee” – consists of a President, Immediate Past President, Vice President, Secretary and Treasurer. (or a joint Secretary-Treasurer and one other director appointed by the Board of Directors).
- 2.5 “Elder” – a person 55 years of age or older
- 2.6 “ AGM” – Annual General Meeting
- 2.7 “ SAGM” – Semi-Annual General Meeting

PART 3: MEMBERSHIP

- 3.1 The members of ElderActive are the applicants for incorporation of ElderActive and those persons who have subsequently become members in accordance with these Bylaws, and in either case have not ceased to be members.
- 3.2 There shall be three classes of membership in ElderActive:

(a) Individual:

Individual membership is open to all persons 55 years of age or older who pay the required fee and who reside in the Yukon Territory and/or Atlin, British Columbia area. An individual registered member shall have one vote at an annual, semi-annual or special general meeting, and may hold office in ElderActive.

(b) Associate

Associate membership is open to individual 19 years of age or older, or to organizations. An associate member shall enjoy the privileges of ElderActive but shall not be entitled to vote at any meetings of ElderActive. A membership fee of 50% (fifty percent) of a regular membership fee is required.

(c) Honorary

The Board of Directors, at a meeting of the Board, may approve issuance of an annual honorary membership to an individual or organization where it deems such action would be in the interest of beneficial to ElderActive. Honorary membership does not carry voting privileges.

- 3.3 The total number of the honorary and associate members shall not exceed the number of individual members.
- 3.4 Application for membership shall be made to ElderActive and, upon receipt of the annual membership dues and acceptance by the Directors, the person or organization becomes a member.
- 3.5 (a) The membership year is January 1 to December 31.
(b) The annual membership dues shall be determined at the Annual General Meeting.
- 3.6 A member shall cease to be a member of ElderActive:
- (a) by delivering her resignation or by mailing it to the address of ElderActive, or
 - (b) on her death or, in the case of an organization, upon dissolution, or
 - (c) by not having paid membership dues by March 31
 - (d) on having been expelled.
- 3.7 (a) Any member of ElderActive may be expelled from the organization for conduct unbecoming a member of ElderActive, upon a seventy-five percent (75%) majority vote of registered members present at a meeting of ElderActive specifically called for such action and at which time the member in question shall not be eligible to vote but shall have the right to be heard.
- (c) Re-admission of an expelled member shall be by similar action and a seventy-five percent (75%) majority vote.
- 3.8 Every member shall uphold and comply with these Bylaws.

PART 4: MEETINGS

- 4.1 The Board of Directors shall meet as often as the Directors feel appropriate but no less than four (4) times a year.
- 4.2 A quorum shall be four (4) members of the Board present and must include one (1) member of the Executive. If a financial decision over \$1000.00 is to be made,

then a majority of the directors is required for a quorum.

- 4.3 Open Board Meetings: Any member in good standing may attend, upon request, a Board of Directors meeting, except in-camera sessions. If a member wishes to speak at a Board meeting, on a specific topic, then prior notice should be given in order to be included on the agenda. The Board may waive prior notice by an ordinary motion.

Executive Meetings:

- 4.4 The Executive shall meet as and when deemed necessary by the Executive members.
- 4.5 Quorums for Executive meetings shall be three (3) members of the Executive.

Annual General Meetings:

- 4.6 An Annual General Meeting shall be held within forty five (45) days after the end of the fiscal year. Not less than fourteen (14) days public notice shall be given prior to the meeting.
- 4.7 At the AGM, a minimum of twenty percent (20%) of registered members are required to be present to constitute a quorum. No proxy votes shall be accepted at any such meeting.
- 4.8 The order of business at the AGM shall be as follows, unless otherwise waived at the meeting – this list is intended as a guideline only:
- a. Call to order
 - b. Adoption of Agenda
 - c. Program (if any)
 - d. Approve minutes of previous meeting
 - e. Business arising from those minutes (if any)
 - f. Executive/Board summary reports
 - g. Treasurer's report
 - h. Review correspondence (per list)
 - i. Unfinished business (itemize)
 - j. Committee reports (per list)
 - k. New business (if any/itemize)(such as budget, set dues, etc.)
 - l. Announcements
 - m. Elections
 - n. Adjournment
- 4.9 The AGM shall be held in the Yukon unless otherwise approved in accordance with the Bylaws.

- 4.10 If, at an AGM, a quorum is not present within thirty (30) minutes of the time appointed for the meeting to commence, the meeting shall be adjourned for fourteen (14) days; if at the adjourned time no quorum is present, the members present shall be deemed to constitute the quorum. If no chairperson is present, the members may elect one of the members to so act.
- 4.11 Semi-Annual General Meeting
- (a) A semi annual general meeting shall be held approximately six (6) months following the Annual General Meeting and will follow the order of business of the Annual Meeting.
- (b) ElderActive may hold up to four (4) General Meetings per year if they desire, two of which will be the Annual and Semi Annual General Meetings

Special General Meetings:

- 4.12 The Board of Directors, or from time to time the membership, may, whenever necessary, call a Special General Meeting.
- 4.13 Not less than twenty-one (21) days written notice of a Special General Meeting shall be given to registered members, in which notice the place, date, hour and general nature of the business shall be specified.
- 4.14 The accidental omission to give notice of a meeting, or the non-receipt of a notice by any member, does not invalidate proceedings of that meeting.
- 4.15 (a) The Directors of ElderActive, on the request of twenty percent (20%) or more of the registered members of ElderActive in this section, called the “Requisitionists”, shall convene a Special General Meeting of ElderActive without delay.
- (b) The requisition shall:
- i. state the purpose of the Special General Meeting
 - ii. be signed by the Requisitionists; and
 - iii. be delivered or sent by registered mail to the address of ElderActive and may consist of several documents in similar form, each signed by one or more Requisitionists.
- (c) A Special General Meeting called by the Requisitionists shall be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.
- 4.16 Special Business is:
- (a) at a special general meeting, all business other than the adoption of rules of order.

- 4.17 At the Special General Meeting, a minimum of twenty percent (20%) of members are required to be present to constitute a quorum. No proxy registered votes shall be accepted at any such meeting.
- 4.18 If, within thirty (30) minutes of the time appointed for a special meeting to commence, a quorum is not present, the meeting shall be adjourned.

Miscellaneous

- 4.19 No business other than the election of a Chair and the adjournment or termination of the meeting shall be conducted at an Annual, Semi-Annual, or Special General Meeting at a time when a quorum is not present.
- 4.20 Presiding Officer: The President, Vice President, or the Immediate Past President, in that descending order of precedence and at their discretion, shall preside as Chair of a Special General Meeting. If none are present within thirty (30) minutes of the time set for the meeting to commence, the meeting shall not be called to order, except in the circumstances outlined in Article 4.10 above.
- 4.21 Rules of Order: All meetings of ElderActive or its committees shall be conducted in accordance with *Robert's Rules of Order*, except where they are inconsistent with the Bylaws of ElderActive.

PART 5: VOTING

- 5.1 Every member in good standing, excluding honorary and associate members, shall be entitled to one (1) vote. Any member may speak to a motion.
- 5.2 Voting shall be by a show of hands except in the case of election for office where more than one candidate is contesting the office or when the vote involves the expulsion of a member; in those cases, the vote shall be by written ballot.
- 5.3 There shall be no proxy votes.

PART 6: EXECUTIVE COMMITTEE

- 6.1 The Executive Committee shall consist of a President, the Immediate Past President, a Vice President, a Treasurer and a Secretary. (or a joint Secretary-Treasurer and one other director appointed by the Board of Directors). All are elected for a one year term at the AGM, with the exception of the immediate Past President. The Executive Committee consists of the Officers of ElderActive.

- 6.2 (a) An Officer is also a Director of ElderActive.
- (b) No member shall hold the President's office longer than two consecutive one year terms. A person having been President for two consecutive terms and having sat out at least one full term may run for and be elected to the office of President. A member may only hold the office of President for a total of four years during his membership in the Society.

PART 7: BOARD OF DIRECTORS

- 7.1 The Board of Directors shall consist of the Executive Committee plus three (3) two year Directors and three (3) one-year Directors, for a total of eleven (11) directors.
- 7.2 (a) Three Directors will be elected at each Annual General Meeting for a term of two (2) years.
- (b) When a joint Secretary-Treasurer is elected, then one extra Director will be elected at the AGM for a term of one (1) year.
- 7.3 Standing Rules and Directives: The Board of Directors shall have full power to make such standing rules as they see fit, provided such rules are not inconsistent with ElderActive's Bylaws.
- 7.4 The Board of Directors shall have the power to:
- (a) acquire funds, whether through gifts or otherwise, to assist ElderActive with its objects and purposes;
- (b) acquire and hold lands and real and personal property and to sell, lease or otherwise dispose of same as ElderActive shall from time to time see fit, with power to mortgage or otherwise encumber the same in such a way or subject to such conditions, covenants, powers of sale or otherwise as ElderActive deems requisite;
- (c) hire or otherwise employ persons to assist ElderActive in the fulfillment of its objects and purposes;
- (d) enter into any arrangements with any governmental authority, municipality, local or otherwise, that may seem conducive to ElderActive's objects, and to obtain from any such governmental authority any rights privileges or concessions which ElderActive may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (e) To apply for, secure, acquire by grant or legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying the same into effect;
- 7.5 ElderActive is a volunteer organization. No Director or member shall be remunerated for being or acting as a Director or for holding any office in ElderActive. However, she may be reimbursed for reasonable expenses incurred while engaged on ElderActive business.
- 7.6 ElderActive shall operate as a not for profit organization and no Director or member may accrue personal benefit from any income payable to or otherwise available for ElderActive.
- 7.7 Removal of an Elected Director/Officer: An elected Director or Officer may be removed from office before the expiration of her term by special resolution of the general membership, and another Director may be elected or appointed by ordinary resolution to serve during the balance of the term. Absence from three (3) consecutive meetings without just cause is justification for removal from office.

PART 8: ELECTIONS AND APPOINTMENTS

- 8.1 The Executive Committee and the Directors shall be elected at an AGM or, where a vacancy occurs by resignation or otherwise, at a Semi-Annual General Meeting or a Special General Meeting called in accordance with these Bylaws.
- 8.2 Where a vacancy occurs in the Executive Committee, the Committee may appoint a member in good standing to fill the office for the balance of the term. The Directors may, at the next Directors' meeting, ratify the appointment. This would be the case when there are no Special General Meetings held between AGMs and SAGMs..
- 8.3 Nominating Committee: A Chair of the Nominating Committee shall be appointed by the President. The Chair shall recruit an *ad hoc* committee of at least two (2) members in good standing from the membership to seek out candidates for election to office in ElderActive. This committee shall conduct the elections at that year's AGM, and shall then disband.
- 8.4 Nominations from the Floor: Nominations may be made from the floor in addition to those reported by the Nominating Committee.

- 8.5 An election may be by acclamation; otherwise, voting shall be by written ballot.
- 8.6 Office Not Filled: If any office is not filled by the election at the AGM, the balance of the Executive Committee has the authority to fill the vacancy in accordance with articles 8.1 and 8.2 above.

PART 9: DUTIES OF EXECUTIVE COMMITTEE AND BOARD

9.1 Board of Directors:

The Board of Directors shall supervise the affairs of ElderActive subject to the Bylaws.

9.2 Executive Committee:

It shall be the responsibility of the Executive Committee to deal with matters pertaining to ElderActive as a whole in the intervals between Semi-Annual General and Annual General Meetings.

9.3 The President shall:

- (a) Act as the Chief Executive Officer
- (b) Preside at all meeting of ElderActive and the Board of Directors
- (c) Supervise the other Executive, Directors and staff in the execution of their duties
- (d) By virtue of her office, be an *ex officio* member of all committees operating within ElderActive, except the Nominating Committee.
- (e) in the absence of the Secretary from a meeting, the President shall appoint an interim secretary to take the minutes.

9.4 The Vice President shall:

- a) carry out the duties of the President in her absence;
- b) be responsible for maintaining the membership register in compliance with the Bylaws.
- c) Ensure a membership skill/ interest inventory is kept up-to-date and available for reference.

9.5 The Secretary shall:

- a) keep minutes of all general, board, special and executive meetings of ElderActive;
- b) ensure that notices of meetings are issued/published;
- c) ensure safe custody of all records and documents of ElderActive, except those required by the Treasurer;
- d) process correspondence;
- e) have custody of the common seal, if there is one;

9.6 The Treasurer shall:

- a) have custody of the funds and securities, if any;
- b) keep such financial records and books of account as are required to comply with the Bylaws;
- c) render financial statements to the Directors, members and others as required.
- d) disburse funds as needed by the Executive.

9.7 The Immediate Past President shall:

- a) act in advisory capacity
- b) assume any other duties as the President may assign.

PART 10: COMMITTEES

10.1 The Directors may delegate any, but not all, of their powers to committees consisting of such personas as they deem fit, and may name the committee.

10.2 A committee so formed shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report to the Board of Directors on every action taken in the exercise of those powers.

10.3 The Directors may appoint an associate member to the position of Secretary or Treasurer if a regular member is not available. This associate member would not have a vote or serve on the Executive Committee

10.4 The Directors may appoint another member to serve on the Executive Committee while this associate member serves her term in office.

PART 11: FINANCES

- 11.1 The fiscal year of ElderActive shall be from April 1st to March 31st of the following year.
- 11.2 The Board of Directors shall present properly prepared financial statements to the membership at the AGM. The financial statements shall be signed by two Directors.

PART 12: SIGNING AUTHORITIES

- 12.1 The Executive Committee shall have financial signing authority within the scope of their responsibility as determined by the general membership.
- 12.2 (a) The signature of two (2) members of the Executive Committee shall be required on cheques and contractual documents, in the following order of precedence: President, Secretary, Treasurer, Vice President.
(c) When there is a joint Secretary-Treasurer, the order of precedence will be President, Secretary-Treasurer, Vice President, Appointed Director
- 12.3 Every committee or individual holding ElderActive funds in trust shall provide the Board with a detailed statement of account quarterly, or as required by the Board. Statements will be made in accordance with guidelines set out by the Treasurer.

PART 13: BORROWING

- 13.1 In order to carry out the purposes of ElderActive, the Directors may borrow money on credit of ElderActive, may issue bonds, debentures or other securities of ElderActive, and pledge or sell the same for such sums and at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and personalty or both; to secure any bonds for debentures, any other securities and any money borrowed for the purpose of ElderActive.
- 13.2 No debentures shall be issued without the sanction of a special resolution.
- 13.3 The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next AGM.

PART 14: *REPORTING REQUIREMENTS*

- 14.1 A change in officers or directors shall be filed within 30 days of the change. Depending on the financial status of the society, annual financial statements may have to be filed, (as per the Society's Act, Regulations 7 and 8)

PART 15: AMENDMENTS TO BYLAWS

- 15.1 ElderActive has power to repeal or amend any of these Bylaws by a resolution at any meeting of the membership, provided that written notice of any proposed amendment has been mailed or delivered to all registered members at least twenty-one (21) days prior to the date of the meeting at which the proposed amendment will be introduced. Such notice shall include information as to where and how to obtain a copy of the proposed amendment(s).
- 15.2 Any proposed amendment(s), addition(s) and/or deletion(s) to the Bylaws, must receive seventy-five percent (75%) of the votes cast at such a meeting in order for the amendment to be approved.

PART 16 – OTHER

- 16.1 On being admitted to membership, each member is entitled to and the society shall give to the member, without charge, a copy of the constitution and bylaws of the society.
- 16.2 Any member may examine the records of the society
- (a) during the 30 minutes prior to the commencement of business at any general meeting;
 - (b) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
 - (c) at any time or place agreed upon by the person having custody of the records, such agreement not to unreasonably withheld.
- 16.3 Any dispute concerning the interpretation or application of the by-laws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.

PART 17: CORPORATE SEAL

- 17.1 The Secretary shall have custody of the seal of ElderActive, (if there is one) and it may be affixed to any document upon resolution of the Board of Directors.

PART 18: MISCELLANEOUS

Anything not covered in these Bylaws shall be dealt with in subsequent Regulations of ElderActive.

PART 19: DISSOLUTION

In the event of the dissolution of ElderActive, any funds and assets remaining after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Yukon Territory, or elsewhere in Canada, as directed by the members at the time of dissolution.

PART 20: INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS

- 20.1 Every Director of ElderActive and her heirs, executors, administrators and estate and effects shall be indemnified and save harmless out of the funds of ElderActive

(a) from and against all costs, charges and expenses which she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against her for or in respect of any act, deed, matter or thing made, done or permitted by her in or about the execution of duties of her office,

(b) from and against all other costs, charges and expenses which she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by her own willful neglect or default.

- 20.2 No Director or Officer shall be liable

(a) for the acts, receipts, neglect or default of any other Director, Officer or employee, or for joining in any receipt or act for the conformity, or for any lost, damage or expense happening to ElderActive *due to the* insufficiency of title to any property acquired by order of the Directors for or on behalf of ElderActive;

(d) for the insufficiency or deficiency of any security or the bankruptcy insolvency or wrongful act of any person, firm or society with whom any monies, securities or effects shall be lodged or deposited

(e) for any loss occasioned by an oversight or error in judgment on her part or for any other loss, damage or misfortune which may happen in the exercise of her

respective duties or trust or relation thereto unless the same shall happen by her own or through her own willful act or default.

- (f) Directors may rely upon the accuracy of any statement or report prepared by ElderActive's auditor and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Revised Bylaws prepared by Diana Simpson, Treasurer, and approved at the AGM held May 9, 2008

and filed with the Registrar of Societies on June 3, 2008

W. G. Simpson
President

Diana M. Simpson
Treasurer

Ken Burke
Vice-President

Roberta Morgan
Secretary