

# **BY-LAWS**

**PAL (55+)**

**Pembina Active Living (55+)**



**Revised at AGM – June 2021**

# **General By-laws of Pembina Active Living (55+) Inc.**

## **1.00 LEGAL NAME:**

Pembina Active Living (55+) Inc.; legal abbreviation is: PAL (55+).

## **2.0 VISION/MISSION:**

- (a) To enhance the quality of life of older adults in South Winnipeg.
- (b) To relieve conditions associated with aging and/or disability by providing programs and facilities that prevent isolation and enhance mental and physical health for persons suffering from conditions associated with aging and/or disability.
- (c) To provide aged persons with recreation, education, cultural activities and other programs to relieve loneliness and isolation or to improve their mobility and fitness.
- (d) To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

## **3.00 GOALS:**

- (a) To deliver programs and services that respond to the diverse and changing needs of seniors in the community.
- (b) To develop innovative programming using a participatory model.
- (c) To provide opportunities for companionship and friendship.
- (d) To provide opportunities to use the skills, experiences and resources that seniors possess to help themselves and others.
- (e) To attract seniors by offering an atmosphere of warmth, comfort and encouragement.
- (f) To develop partnerships and collaborate with agencies in developing an integrated system of services.
- (g) To promote positive intergenerational relationships.

## **4.00 FISCAL YEAR**

4.01 The fiscal year shall be from April 1 to March 31.

## **5.0 MEMBERSHIP:**

### **5.01 Types of Membership:**

- (a) Individual – Open to anyone over the age of 55 and/or is retired.
- (b) Associate – Any person, organization or business that supports the vision/mission and goals of PAL (55+). It includes persons under the age of 55.
- (c) Family - Two persons living at the same address.
- (d) Lifetime Regular – Open to all of the above.
- (e) Honourary - Awarded at the discretion of the Board of Directors for long and/or outstanding service to PAL (55+).

### **5.02 Membership Fees:**

Individual, Associate, Family and Lifetime Regular Membership fees will be determined by the Board of Directors.

### **5.03 Terms of Membership:**

- (a) The membership year will be from September 1 to August 31.
- (b) Members are entitled to all the rights and privileges of a Member as set out in the Corporations Act of Manitoba.
- (c) Application for Membership can be rejected upon a motion passed by 75% of those present at a meeting of the Board of Directors.

- (d) Membership ends:
  - (i) On failing to renew a Membership.
  - (ii) By a letter of resignation sent to the Board of Directors.
  - (iii) Upon a motion to terminate the Membership passed by 75% of those present at a meeting of the Board of Directors.
  - (iv) Upon the death of the Member.

## **6.00 MEETINGS of VOTING MEMBERS:**

### **6.01 Annual General Meeting (AGM):**

- (a) The Annual General Meeting will be held prior to June 30<sup>th</sup>.
- (b) The date, time and place of the Annual General Meeting will be determined by the Board of Directors.
- (c) The minimum number of Members who must be present at the Annual General Meeting or any Special Meeting of the Members is not less than 25 members. Only a Member in good standing will be allowed to vote and to speak at the AGM.
- (d) A non-Member requires permission from the Members present through the Chair before speaking.
- (e) The Annual General Meeting will:
  - (i) Approve the Minutes from the previous AGM and/or any Special Meeting.
  - (ii) Approve the financial review of the past fiscal year.
  - (iii) Approve the appointment of an independent qualified accountant to conduct the next annual financial review.
  - (iv) Receive the past year's annual report including Committee reports.
  - (v) Approve proposed changes to the By-Laws.
  - (vi) Elect the Board Directors.

## **6.02 Special Meeting of the Members:**

A Special Meeting of the Members may be called at any time by:

- (a) The President, or
- (b) Four (4) Members of the Board of Directors, or
- (c) 10% of the Membership.

## **6.03 To call a Special Meeting of the Members:**

- (a) The President, the Directors or the Members requesting such a meeting must send a written request to the Secretary of the Board of Directors.
- (b) A request for a Special Meeting of the Members must:
  - (i) Provide reason(s) for the meeting, and
  - (ii) Provide a copy of the motion(s) to be discussed and voted on.
    - (a) A Special Meeting of the Members must be held within thirty (30) days after the Secretary receives the written request.

## **6.04 Notices of AGM and Special Meetings of the Members must be sent by mail (electronic, postal, or courier) fifteen (15) days prior to the meeting.**

## **6.05 Robert's Rules of Order will govern procedure at all meetings.**

## **6.06 Voting by Members:**

- (a) Each Member present at an Annual General Meeting or Special Meeting of the Members has one (1) vote;
- (b) Voting by proxy is not allowed.
- (c) A motion is passed if a simple majority of those Members present is in favour of the motion.
- (d) A tie vote is a defeat of the motion. The Chair has no vote.

## **7.00 DIRECTORS & EXECUTIVE OFFICERS:**

**7.01 The role of the Board of Directors** is to guide the affairs of PAL (55+) by setting policy and providing overall direction.

### **7.02 The Board of Directors shall consist of:**

- (a) a minimum of seven (7) and a maximum of fifteen (15) individuals all of whom are members in good standing and who are elected by the membership at large for a three-year term on a staggered basis at the Annual General Meeting.
- (b) Notwithstanding the intent of clause 7.02 a), the Board reserves right to recruit suitable Directors from outside of the organization, should there be a reluctance on the part of the duly elected members of the Board to allow their names to stand for election to key positions on the Executive.
- (c) Notwithstanding the intent of clause 7.02 a), when the Board determines that it requires specific skill sets to deal with matters of importance to the organization, the Board reserves the right to recruit suitably qualified people from outside of the organization, if internal resources are not available.
- (d) The number of non-members recruited to the Board shall be set at a maximum of four (4). All non-members recruited to the Board who are age 55 or older, shall be encouraged to become members.

The Past President is a non-elected member of the Board of Directors.

### **7.03 Executive Officers of the Board of Directors:**

Immediately following the Annual General Meeting, the Executive Director, Past President or designate shall chair the election of Executive Officers consisting of a *President, Vice-President, Secretary* and *Treasurer*.

#### **7.04 Role of Executive Officers:**

Roles of Executive Officers are defined in Policy.

#### **7.05 Signing Authority:**

Any two of the following have signing authority for payments and for any contracts approved by the Board of Directors.

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Executive Director

#### **7.06 Management of funds:**

All money received by PAL (55+) must be deposited in the corporation's bank account(s) as determined by the Board of Directors. All expenses will be paid from the corporation's bank account(s) by cheque or electronic payment.

#### **7.07 Meetings of the Board of Directors and Voting Privileges:**

- (a) Meetings of the Board of Directors shall be held at least four (4) times per year.
- (b) Directors may attend Meetings by electronic means such as telephone, internet, etc.
- (c) A quorum needed to hold a meeting and pass motions shall be at majority of the current Board of Directors.
- (d) Each Director present at a regular or special meeting has one (1) vote.
- (e) To pass a Motion a simple majority of those Directors present is required.
- (f) A tie vote is the defeat of the Motion. The Chair has no vote.

- (g) Board votes may be conducted by electronic means (phone, fax or Internet); however, any decisions taken must be ratified at the first board meeting following the vote.

#### **7.08 Vacancy on the Board:**

- (a) Should a vacancy in the office of President occur between AGMs, the position shall be filled by the Vice-President. If the Vice-President is unable to fill the President's remaining term, the Secretary shall convene a meeting of the Board of Directors within the shortest possible time for the purpose of electing a President by majority vote from among the members of the Board.
- (b) Should a vacancy occur in any other Board position between AGMs, the Board of Directors may fill the vacancy by majority vote of the Board of Directors for the period of the unexpired term.

#### **7.09 Removal of a Director:**

A Director may be removed by a majority vote of the Board members if he/she:

- (a) Does not act in the best interests of the corporation.
- (b) Fails to attend two (2) or more consecutive regular meetings without notifying the Chairperson or Secretary of his/her absence prior to the Board meeting.
- (c) Resigns in writing.

#### **7.10 Remuneration:**

Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial benefit from his/her position. However, Directors may be compensated for out-of-pocket expenses incurred by them in the performance of their duties.



### **7.11 Conflict of Interest:**

Directors, employees and volunteers will be guided by the Conflict-of-Interest Policy established by the Board of Directors.

### **7.12 Liability of Board Members, Employees and Volunteers:**

Directors, employees and volunteers shall be exempt from personal liability or action brought against the Corporation.

## **8.00 COMMITTEES of the BOARD of DIRECTORS:**

### **8.01 The Standing Committees of the Board of Directors are:**

- Finance;
- Governance;
- Programming;
- Communications;
- Membership

### **8.02 The Finance Committee shall be chaired by the Treasurer.**

**8.03** All Standing Committees and Ad Hoc Committees of the Board will be chaired by an elected Director.

**8.04** The President is an ex-officio member of all committees.

**8.05** The Board of Directors may from time to time establish Ad-hoc Committees and/or Sub-Committees of the Standing Committees.

## **9.00 AMENDMENTS to the GENERAL BY-LAWS:**

- 9.01** Notice of any proposed/recommended General By-law change(s) must be sent to all Members of the organization by the Board of Directors at least thirty (30) days prior to the Annual General Meeting or at a Special Meeting of the Members. The changes proposed/recommended by the Board must be accepted by a Motion of Acceptance at the next Annual General Meeting or duly called Special Meeting of the Members before they come into effect.
- 9.02** A simple majority of the Members present at the Annual General Meeting or duly called Special Meeting of the Members is needed to approve any changes to the General By-laws. By-Law changes will take effect once they are approved by the Membership.

## **10.00 DISSOLUTION:**

Upon the dissolution of the Corporation and after all debts and liabilities have been satisfied/paid, any remaining property shall be distributed, or disposed of, to qualified donees described in subsection 149.1 (1) of the Income Tax Act.

## APPENDIX

### **Definitions:**

#### BOARD OF DIRECTORS

*Directors* consist of a minimum of seven and a maximum of 15 individuals who have been duly and democratically elected by the Members of PAL (55+) Inc. to oversee the operations of the organization/corporation.

*Officers* are Directors who have been duly and democratically elected by their director peers to the positions of President, Vice-President, Secretary and Treasurer. As a group, they are also referred to as the Executive.

*Executive Officers* refer to the four signing Officers of the Board of Directors.

PAL (55+), THE CORPORATION, and THE ORGANIZATION all have the same meaning.

MAJORITY in voting is 50% +1. Unless otherwise specified, all motions will be carried by a simple majority.

Revised at the AGM - June 2021