

<p>2.1.3 To become a Lifetime Member and to retain Lifetime Membership an individual must:</p> <p>(a) be a founding member of the Organization or else be 85 years of age or over and have been an Ordinary Member for the past ten (10) years,</p> <p>(b) update the Organization at least annually regarding his or her residential address, and</p> <p>(c) be in full compliance with the Bylaws and Policies of the Organization.</p> <p>2.1.4 To become an Honourary Member an individual must be appointed by a motion of the Board of Directors in recognition of his or her exceptional services to or exceptional support of the Organization. Honourary membership will continue for life unless it is ended by a motion of the Board or unless the Honourary Member fails to update the Organization at least annually regarding his or her residential address.</p>	<p>(a) advise the Organization of any changes to his or her name and residential address at least annually</p> <p>(b) continue to pay the annual Associate membership fee, and</p> <p>(c) be in full compliance with the Bylaws and Policies of the Organization.</p> <p>Corresponding Housekeeping changes: 2.1.3 becomes 2.1.5</p> <p>2.1.4 becomes 2.1.6</p>
<p>Rationale for the change: To be in keeping with Board Policy A1 Objects which reads: “a. To give seniors and <u>friends of all ages</u> an opportunity to meet for discussions, recreation and activities which develop and enhance the worth of those seniors.” and to increase flexibility by bringing WSAC practices in line with other senior organizations in the city.</p>	
<p>Carried, Board Meeting - February 23, 2023</p>	

Motion 2 Proposed Bylaw Change

Bylaw 1 INITIAL PROVISIONS

1.2 Definitions in the Bylaws

Moved by Sharon Quickfall and 2nd by Wendy Jerome that 1.2 Definitions in the Bylaws include a definition for Associate Members.

Current

1.2.1 “Administration” means the Executive Director and the other employees of this Organization.

1.2.2 “Annual General Meeting” means the regular annual meeting of the members of this Organization held in accordance with sections 3.1 and 3.2 of these Bylaws.

~~1.2.3~~ “Board” means the Board of Directors of this Organization.

1.2.4 “Business day” means any day other than Saturday or Sunday which is not a statutory holiday.

~~1.2.5~~ “Facility” means any real property owned, leased or rented by the Westend Seniors Activity Centre for the purpose of serving the Organization and its Members.

1.2.6 “Lifetime Members” means those Members of this Organization who currently meet all the requirements of subsection ~~2.1.3~~ of these Bylaws.

~~1.2.7~~ “Nomination Day” means the last day on which the Returning Officer will accept nomination forms from candidates seeking election to the Board in the upcoming Annual General Meeting or from their nominators.

Proposed:

1.2.3 “Associate Members” means those Members of this Organization who have met all the requirements of subsection 2.1.3 of these Bylaws and who currently meet all of the requirements of subsection 2.1.4 of these Bylaws.

Corresponding housekeeping changes include:

1.2.3 becomes 1.2.4

1.2.4 becomes 1.2.5

1.2.5 becomes 1.2.6

1.2.6 becomes 1.2.7 “Lifetime Members” means those Members of this Organization who currently meet all the requirements of subsection **2.1.5** of these Bylaws.

1.2.7 becomes 1.2.8

<p>1.2.8 “Officers of the Board” means the President, Vice President, Treasurer and Immediate Past President of this Organization, plus such other Board members as may be designated as Officers by the Board in accordance with the Organization’s Governance Policies.</p> <p>1.2.9 “Ordinary Members” means those Members of this Organization who have met all the requirements of subsection 2.1.1 of these Bylaws and who currently meet all of the requirements of subsection 2.1.2 of these Bylaws.</p> <p>1.2.10 “Organization” means the senior governed, not-for-profit society called the Westend Seniors Activity Centre.</p> <p>1.2.11 “Policy” means a measure or a set of measures consistent with the Bylaws and approved in accordance with Article 6 of these Bylaws in order to give more specific direction regarding the programs, services, activities, or duties of this Organization.</p> <p>1.2.12 “Proxy” means a document that gives authority or power to act for another.</p> <p>1.2.13 “Public Document” means any of the following documents of this Organization:</p> <ul style="list-style-type: none"> (a) these Bylaws, (b) any of the Policies currently in effect, (c) the Organization’s current budget, (d) the Organization’s most recent audited and accepted financial statements, (e) the minutes of the most recent Annual General Meeting with approved minutes, (f) the minutes of the most recent Special General Meeting with approved minutes (g) the minutes of any of its ten most recent Board meetings with approved minutes, or (h) any other document designated a Public Document in the Policies. <p>1.2.14 “Robert’s Rules of Order” means the edition of “Robert’s Rules of Order Newly Revised in Brief” specified in the Governance Policies.</p>	<p>1.2.8 becomes 1.2.9</p> <p>1.2.9 becomes 1.2.10</p> <p>1.2.10 becomes 1.2.11</p> <p>1.2.11 becomes 1.2.12</p> <p>1.2.12 becomes 1.2.13</p> <p>1.2.13 becomes 1.2.14</p> <p>1.2.14 becomes 1.2.15</p>
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<p>1.2.15 “Senior” means any person who is 55 years of age or older.</p> <p><u>1.2.16</u> “Special General Meeting” means a meeting of the members of this Organization which is called under special circumstances and held in accordance with sections 3.1 and 3.3 of these Bylaws.</p> <p>1.2.17 “Special Resolution” means a resolution passed by a three-quarters (3/4) majority of the Ordinary and Lifetime Members present and voting at an Annual General Meeting or at a Special General Meeting of the Organization after at least twenty-one (21) days’ notice of the meeting has been provided. This notice must include the specific wording of this resolution. Such a resolution is required to approve new Bylaws, to rescind or amend existing Bylaws, to borrow money by issuing a debenture, or to dissolve the Organization.</p>	<p>1.2.15 becomes 1.2.16</p> <p>1.2.16 becomes 1.2.17</p> <p>1.2.17 becomes 1.2.18</p>
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Rationale for the change: Definitions in our Bylaws define “Lifetime Members: and “Ordinary Members” hence it follows that a definition should be included for “Associate Members”.

Carried, Board Meeting - February 23, 2023

Motion 3: Proposed Bylaw Change

Bylaw 4 GOVERNANCE OF THE ORGANIZATION

4.1. The Board of Directors

4.1.3

4.1.4

Moved by Dolores Brent and 2nd by Lorne Brackenbury that an “Advisory Board Member” be added in Section 4.1 The Board of Directors as 4.1.5, with the corresponding changes to 4.1.3 and 4.1.4.

Current:

4.1.3 The size of the Board of Directors shall be a minimum of seven (7) members and a maximum of fourteen (14) members, and its composition shall be as follows:

- (a) the President, who is elected annually at the Annual General Meeting,
- (b) not less than six (6) and not more than twelve (12) Directors who are elected for two year terms ending at the second Annual General Meeting following their election, and
- (c) the Immediate Past President in the year following the election of a new President.

4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:

Proposed:

4.1.3 The size of the Board of Directors **elected from the Ordinary or Lifetime Members** shall be a minimum of seven (7) members and a maximum of fourteen (14) members, and its composition shall be as follows:

- (a) the President, who is elected annually at the Annual General Meeting,
- (b) not less than six (6) and not more than twelve (12) Directors who are elected for two-year terms ending at the second Annual General Meeting following their election, and (c) the Immediate Past President in the year following the election of a new President.

4.1.4 Each Board member **in the Ordinary or Lifetime Member category** must meet all of the applicable qualifications for seeking and holding office:

4.1.5 Advisory Board Member(s)

(a) An Advisory Board Member is someone appointed through a motion of the Board of Directors. The Board may, through motion, end the appointment of an Advisory Board Member at any time.

(b) The number of Advisory Board Members shall not exceed two at any time.

(c) An Advisory Board Member shall not serve for more than 6 consecutive years. A period of at

	<p>least 2 years must elapse before they can be appointed again as an Advisory Board member.</p> <p>(d) An Advisory Board Member is a voting member of the Board. The appointment of an Advisory Board Member(s) will not interfere with Bylaw 4.1.3 and 4.1.4</p>
<p>Rationale for change: Allows for a wider range of specialization of skills from the general public that will enhance the Board's ability to meet their goals and strategic plan.</p>	
<p>Carried, Board Meeting - February 23, 2023.</p>	

Motion 4: Proposed Bylaw Change

<p>Bylaw 4 GOVERNANCE OF THE ORGANIZATION</p> <p>4.1 The Board of Directors</p> <p>4.1.4(a)</p>	
<p>Moved by Lorne Brackenbury and 2nd by Kay Rother that the proposed changes be adopted and brought forward to the 2023 AGM.</p>	
<p>Current</p> <p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p> <p>(a) Each Board member and each candidate for Board membership must be an Ordinary or Lifetime Member, must be nominated by another Ordinary or Lifetime Member, and must have been an Ordinary Member for at least one year on the day of his or her nomination as a candidate for election to the Board or else be a Lifetime Member on the day of his or her nomination as a candidate for election to the Board.</p>	<p>Proposed:</p> <p>4.1.4 Each Board member must meet all of the applicable qualifications for seeking and holding office:</p> <p>(a) Each Board member and each candidate for Board membership must be an Ordinary or Lifetime Member and must be nominated by another Ordinary or Lifetime Member.</p>
<p>Rationale for the change: Discussion at the October Board meeting from guest. Also, discussion at the Board retreat that this may be a good idea to attract more newer members with new ideas. In the event that members attending the AGM approve the proposed Bylaw revision, the Policy forms in B7.3 and B7.4 will be adjusted accordingly.</p>	

Carried, Board Meeting - November 24, 2022

Motion 5: Proposed Bylaw Change

Bylaw 2 MEMBERSHIP IN THE ORGANIZATION

2.1 Membership and Membership Classes

2.1.4

Moved by Lorne Brackenbury and 2nd by Dolores Brent that the proposed changes be adopted.

Current

2.1.4 To become an Honourary Member an individual must be appointed by a motion of the Board of Directors in recognition of his or her exceptional services to or exceptional support of the Organization. Honourary membership will continue ~~for life unless it is ended by a motion of the Board or unless the Honourary Member fails to update the Organization at least annually regarding his or her residential address.~~

Proposed:

2.1.4 To become an Honourary Member an individual must be appointed by a motion of the Board of Directors in recognition of his or her exceptional services to or exceptional support of the Organization. Honourary membership will continue unless it is ended by a motion of the Board.

Rationale for the change: Clarification of statement. Easier to read.

Carried, Board Meeting - January 26, 2023.

Motion 6: Proposed Bylaw Change

Bylaw 4 Governance of the Organization

4.2 Board of Directors Elections

4.2.1 (b)

Moved by Lorne Brackenbury and 2nd by Dolores Brent that the proposed changes be adopted.

Current

(b) Unless the Board determines otherwise at this meeting, the number of Director positions to be filled at the upcoming Annual General Meeting shall be twelve (12) less the number of Directors whose terms of office do not end at that Annual General Meeting.

Proposed:

(b) Unless the Board determines otherwise at this meeting, the number of Director positions **available** to be filled at the upcoming Annual General Meeting shall be twelve (12) less the number of Directors whose terms of office do not end at that Annual General Meeting.

Rationale for the change: Clarification of statement. Easier to read.

Carried, Board Meeting – June 30, 2022

Motion 7: Proposed Policy Change to Objects

Note: The objects of the Westend Seniors Activity Centre can only be altered through a two-step part process:

1. Approval of a Special Resolution by the Members, and
2. Subsequent approval and publication of these alterations by the Province in accordance with the requirements of section 16 of the Societies Act.

BOARD POLICY A1 - OBJECTS

Moved by Kaye Langager and 2nd by Shirley Devlin that the proposed changes be adopted.

Current:

BOARD POLICY A1- OBJECTS

The name of our society is Westend Seniors Activity Centre (WSAC), and its objects are:

- a. To give seniors and friends of all ages an opportunity to meet for discussions, recreation and activities which develop and enhance the ~~worth~~ of those seniors.
- b. To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings to serve as a Centre for seniors, ~~particularly those who reside in West End of the City.~~
- c. ~~To encourage and promote amateur games and exercises.~~
- d. ~~To carry on a literary and debating club for the discussion of topics of general interest and to encourage the practice of public speaking among its members.~~
- e. ~~To facilitate discussion on social, educational, political, economic and other subjects, and arrange musical and dramatic entertainments.~~
- f. To ~~establish~~ and maintain a library and reading room.
- g. To provide all-necessary equipment and furniture for carrying on its various objects.
- h. To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the ~~society~~.

Proposed:

BOARD POLICY A1- OBJECTS

The name of our society is Westend Seniors Activity Centre (WSAC), and its objects are:

- a. To give seniors and friends of all ages an opportunity to meet for discussions, recreation and activities which develop and enhance the **lives** of those seniors.
- b. To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings to serve as a Centre for seniors.
- c. **To promote and encourage the health and well-being of seniors by offering activities that include but are not limited to the following:**
 - Exercise,
 - Sports,
 - Arts and Music,
 - Education,
 - Safety,
 - Games, and
 - Social activities.
- d. To establish and maintain a library and reading room.
- e. To provide necessary equipment and furniture for carrying on its various objects.
- f. To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the **organization**.

Rationale for the change: Clean up wording for clarity.
Carried, Board Meeting – February 23, 2023.