

# University of Victoria Retirees Association

## CONSTITUTION

1. The name of the society shall be the UVic Retirees Association.

2. The purpose of the Association is to support the interest and needs of the Association Members and the mission of the University of Victoria, as a member funded society.

**Comment [TG1]:** A simplified purpose.

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## BYLAWS OF THE UVIC RETIREES ASSOCIATION (THE “UNIVERSITY OF VICTORIA RETIREES ASSOCIATION”, “ASSOCIATION” OR “UVRA”)

### Part 1 – INTERPRETATION

#### 1.1 FUNCTION

**Comment [TG2]:** Moved from the Constitution to the Bylaws.

In support of the enhancement of interest in the University and each other, the purposes of the Association are:

- a) to provide for engagement, activities, and other benefits for those of pensionable age (55+) from the University of Victoria, from University of Victoria affiliated or associated organizations or entities, and from former employees of other universities; and to share in a community of interest and facilitate communication with each other and with the University of Victoria;
- b) to provide an organization through which benefits may be arranged for members;
- c) to administer the financial affairs of the Association including, but not limited to, memberships, contributions, and other financial items appropriate to the purposes of the Association;
- d) to offer to assist in the resolution of conflicts which may arise between the University of Victoria and its retired employees or their survivors, or between the University and employees who are about to retire; and,
- e) to offer to assist the University of Victoria in the design, preparation and delivery of lectures, seminars, and other activities and initiatives which are consistent with the purposes of the Association and the mission of the University.

#### 1.2 DEFINITIONS

In these Bylaws, unless the context otherwise requires:

- a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- b) “Member” means any Full Member, Honorary Member, Associate Member or Spousal Member of the Association;
- c) “Board” means the directors of the Association;

**Comment [TG3]:** Changed from “Executive Board” for simplicity

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- d) **“Nominating Committee”** means the Committee appointed by the Board and chaired by the Past President who prepare the slate of candidates for directors and Officers for election or appointment as needed for each annual general meeting. The Nominating Committee shall have representatives from as many employee groups as possible.
- e) **“Officer”** means a director holding the position of President, Vice-President, Treasurer, Secretary or Past President of the Association;
- f) **“Spouse”** means a legally married partner or a common law partner who has been living in a relationship as a partner for at least twelve (12) continuous months or is the parent of a child of the partnership by birth or adoption;

**Comment [TG4]:** Added to reflect the use of the term throughout the Bylaws.

**Comment [TG5]:** Changed from “Director” to match common usage

## 1.3 SINGULAR AND PLURAL

Words importing the singular include the plural and vice versa.

## 1.4 DEFINITIONS IN ACT APPLY

The definitions in the Act apply to these Bylaws.

**Comment [TG6]:** Added for clarity, and to conform with standard legislative approach

## 1.5 CONFLICT WITH ACT OR REGULATIONS

If there is conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

**Comment [TG7]:** Added for clarity, and to conform with standard legislative approach

## Part 2 – MEMBERSHIP

### 2.1 CATEGORIES OF MEMBERSHIP

#### a) Full Member:

Employees of the University of Victoria who have officially retired from that institution and present employees who are planning to retire from the University of Victoria in the near future and have reached pensionable age (55) are eligible to apply to become Full Members of the Association. On acceptance by the Association’s Membership Committee and on payment of the required Membership dues, an eligible person becomes a Full Member in good standing of the Association.

#### b) Honorary Member:

A person is appointed as an Honorary Member on the recommendation of the Board and the approval of the membership in recognition of exceptional service to the Association or to the University of Victoria. On approval by the

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membership the person becomes an Honorary Member in good standing of the Association.

c) Associate Member:

Employees of other universities and of University of Victoria affiliated institutions, organizations and entities who have reached pensionable age (55+) and who are officially retired or are planning to retire in the near future from that institution are eligible to apply to become Associate Members of the Association. On acceptance by the Association's Membership Committee and on payment of the required Associate Membership dues, an eligible person becomes an Associate Member in good standing of the Association. The number of Associate Members shall not exceed fifteen percent (15%) of the total number of Members entitled to vote.

d) Spousal Member:

Upon reaching pensionable age (55+) the spouse of a Full Member in good standing, Associate Member in good standing or Honorary Member is eligible to apply to become a Spousal Member of the Association. On application to the Association's Membership Committee that person becomes a Spousal Member in good standing of the UVic Retirees Association. Spousal Members are not required to pay dues, are not entitled to vote and do not have direct access to any other benefits. If a spouse wishes to be entitled to vote, he or she may apply to become an Associate Member or Full Member, if eligible. Spouses of deceased Full, Honorary or Associate Members who have reached pensionable age (55+) are eligible to apply to become Associate Members with the same membership category (may assume Lifetime membership or assume Annual membership with related membership dues) as the deceased member.

## 2.2 RIGHTS OF MEMBERS

Only Full Members, Associate Members and Honorary Members of the Association in good standing are entitled to vote at any general meeting of the Association or on any mail or internet ballot, or to consent to a resolution of the voting Members. No member is entitled to more than one vote and may exercise that vote without any restrictions.

## 2.3 CONDITIONS OF MEMBERSHIP

It is the duty of members to uphold the constitution of the Association, comply with these Bylaws, and to support the Association and its Directors in achieving the purposes of the Association.

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## 2.4 TERMINATION OF MEMBERSHIP

A person ceases to be a Member of the Association

- a) by delivering his or her resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
- b) on his or her death;
- c) on being declared by the Board as not being in good standing; or
- d) on being expelled, pursuant to Bylaw 2.8

**Comment [TG8]:** Changed from the Treasurer to avoid problems if the Treasurer is unable to make the declaration.

## 2.5 MEMBERSHIP PERIOD

The annual membership period shall run from April 1 to March 31. The first year of membership shall be divided into two halves and the membership dues shall be prorated according to the beginning of the half in which the Member joins. The prepaid membership period shall be for the full specified prepaid term. Annual and prepaid membership dues are not refundable.

## 2.6 MEMBERSHIP DUES

- a) Members shall have the choice of paying dues annually or by a lump sum prepayment for Lifetime membership in an amount as determined by the Board. Annual dues shall be due and payable April 1 of each year.
- b) Membership dues and payment structures shall be determined annually by the Board and reported to the Association at a general meeting.

**Comment [TG9]:** Moved from 2.4 for clarity.

## 2.7 MEMBER NOT IN GOOD STANDING

Members of the Association who have not paid their membership dues (annual or prepaid) by June 30 in the current annual membership period shall be deemed to be not in good standing and shall, therefore, cease to be members of the Association and will not be eligible for member benefits, for so long as those fees remain unpaid.

**Comment [TG10]:** Changed from "will become inactive" to reflect the requirement to pay dues to remain a member in good standing, and the result of a failure to do so.

## 2.8 EXPULSION OF MEMBERS

- a) A Member, who is not a director of the Association, may be expelled from the Association by a unanimous vote of the Board if, in the opinion of that Board, the Member has taken a public action considered to be seriously detrimental to the

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credibility of the Association, or to the ability of the Association to achieve its purposes.

- b) A director of the Association may be expelled from the Association by approval of the membership by way of a special resolution recommended by 75% of the Board if, in the opinion of that Board, the director has taken an action considered to be seriously detrimental to the credibility of the association, or to the ability of the Association to achieve its purposes.
- c) Before a formal motion for expulsion is made, the Member or director shall be given written notice and an opportunity to appear before the Board to defend such an action and state why expulsion is not warranted.

## 2.9 COMMITTEE MEMBERSHIP

All members of committees, temporary or permanent, established by the Board, and including the Board, must be Members in good standing. A committee shall retain the right, however, to co-opt non-members as needed.

**Comment [TG11]:** Moved from Bylaw 2.2

## Part 3 – MEETINGS OF THE ASSOCIATION

### 3.1 ANNUAL GENERAL MEETING

The annual general meeting of the Association shall be held no more than six (6) months after the end of the Association’s fiscal year. All Members of the Association will be given fourteen (14) days’ notice by mail of the date, time and place of the annual general meeting. Such notice must also contain a draft of any special resolution to be presented at the annual general meeting, and any slate of candidates prepared by the Nominating Committee to be elected or confirmed.

### 3.2 GENERAL MEETINGS

- a) A general meeting shall be held at the call of the Board or when a written requisition is delivered to the Board and each director of the Board, signed by not less than 10% of the voting members of the Association, at the time and place stipulated by the Board.

**Comment [TG12]:** Changed from “Extraordinary General Meetings” to reflect the language used in the New Act.

**Comment [TG13]:** Changed from “Secretary” to reflect the requirements of the New Act.

- b) The notice of the date, time and place of for such a meeting shall be given to all Members in good standing fourteen (14) days in advance by mail, and shall include a statement of the purpose of the meeting. When a special resolution is to be presented, a draft of the special resolution shall be included with the notice.

**Comment [TG14]:** Previously included a reference to Bylaw 3.1, but since that is for a different type of meeting, the requirements were repeated and the reference removed.

### 3.3 VOTING

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- a) Each Full Member, Associate Member, and Honorary Member shall have one (1) vote.
- b) Voting on matters other than a special resolution or the election of Officers at a general meeting shall be by show of hands unless it is agreed by 25% of the members present that it shall be by ballot. Voting by proxy is not permitted.
- c) Voting for special resolutions, as defined in the Act, and the election of Members of the Board shall be by ballot (except when the election is by acclamation) at a general meeting.

## 3.4 QUORUM

- a) A quorum at any general meeting shall be at least 15 voting members present. If within one half-hour of the appointed time for the meeting a quorum is not present, the meeting shall stand adjourned to one half-hour later on the same day, or to such other time, date and place as the members present shall determine. Members then present shall constitute a quorum and may transact the business for which the meeting was originally called.
- b) If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Comment [TG15]:** Added to come into compliance with the New Act

## 3.5 APPROVAL OF RESOLUTIONS

- a) Approval of special resolutions shall require a 75% majority of the ballots returned.
- b) The election or appointment of directors and all other resolutions or matters of business shall be approved by a simple majority of voting Members present.

**Comment [TG16]:** The New Act would change this to 2/3rds majority. The Board has decided to continue to use the higher 75% majority, and is permitted to do so, so long as these Bylaws provide.

## Part 4 – THE BOARD OF DIRECTORS

### 4.1 NUMBER OF DIRECTORS ON THE BOARD

The Association must have no fewer than five (5) directors.

**Comment [TG17]:** Old Bylaws did not recommend or require any specific number of directors. The new Act recommends 3-11, but the Board has decided not to include a maximum number to allow for flexibility.

### 4.2 QUALIFICATION OF DIRECTORS

A person is qualified to be a director if they meet the following requirements:

- (a) willing to serve as a director of the Society;
- (b) at least 18 years old;

**Comment [TG18]:** Added to come into compliance with the New Act

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- (c) have not been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (d) not an undischarged bankrupt;
- (e) not convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
  - (i) the court orders otherwise;
  - (ii) 5 years have elapsed since the last to occur of
    - (1) The expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
    - (2) The imposition of a fine;
    - (3) The conclusion of the term of any probation imposed; or
  - (iii) A pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

## 4.3 DECLARATION OF DIRECTORS

Directors must sign an annual declaration indicating they are qualified in accordance with these Bylaws.

**Comment [TG19]:** Added to come into compliance with the New Act

## 4.4 CEASING TO BE QUALIFIED

A director of a society who is not qualified, or ceases to be qualified under these Bylaws, must promptly resign.

**Comment [TG20]:** Added to come into compliance with the New Act

## 4.5 OFFICERS OF THE ASSOCIATION

Of the directors on the Board, there shall be five (5) Officers elected or appointed by the voting Members:

- a) President and Chair of the Board;
- b) Vice-President;
- c) Treasurer;



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- d) Secretary; and
- e) the Past President.

## 4.6 EX-OFFICIO DIRECTORS

The Board may from time to time determine that one or more representatives from the University of Victoria or other organizations as determined by the Board, who by virtue of their position, may hold ex-officio positions as directors on the Board for a term determined by the Board.

**Comment [TG21]:** Added to allow the Board to invite certain positions to have membership on the Board; this might include representatives from the University, or other organizations as the Board sees fit.

## 4.7 DIRECTORS AT LARGE

Directors who are elected or appointed to positions on the Board other than Officer or ex-officio positions, are elected or appointed as directors at large. Directors at large may include the following positions:

- a) the Editor of any periodical published by the Association;
- b) the chairs of standing committees;
- c) Directors at large (the number of which will be determined by the Board); and
- d) any other director positions, temporary or permanent, deemed necessary by the Board.

## 4.8 ELECTION OR APPOINTMENT OF DIRECTORS

- a) At each annual general meeting, the voting Members entitled to vote for the election or appointment of directors must elect or appoint directors and Officers to the Board if the Board determines prior to the annual general meeting that there will be vacancies to fill.
- b) If the Board determines there will be vacancies to fill, pursuant to Bylaw 3.1, the slate of candidates will be presented to the Members in advance of the annual general meeting.
- c) When a slate of candidates for the Board is presented to the Members in advance, Members shall not have the right to make additional nominations for any position from the floor at an annual general meeting.

**Comment [TG22]:** Previously, Bylaw 3.5 would allow nominations from the floor at an AGM. The Board has decided to move forward without this allowance.

## 4.9 DIRECTORS MAY FILL CASUAL VACANCY ON BOARD

**Comment [TG23]:** While Bylaw 4.8(E) referred to filling vacancies, this provision makes the permission clear

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The Board may, at any time, appoint a Member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, incapacity, or expulsion of a director during the director's term of office.

## 4.10 TERM OF APPOINTMENT OF DIRECTOR FILLING CASUAL VACANCY

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**Comment [TG24]:** Flows from the previous provision, and in accordance with the New Act

## 4.11 VACATION OF OFFICE

The position of director shall be deemed vacated if

- a) a director ceases to be a Member in good standing;
- b) a director by notice in writing to the Board, resigns his or her office; or
- c) a director is expelled from the Association pursuant to Bylaw 2.8.

## 4.12 MEETINGS OF THE BOARD

- a) The Board shall meet at least three (3) times annually. Meetings of the Board may be called as required by the President, or by any two (2) other directors.
- b) A quorum for a meeting of the Board shall be fifty percent plus one (50% + 1) of the directors and shall include at least two Officers.
- c) Motions shall be approved by a simple majority of the directors present, except when otherwise required by these Bylaws.

**Comment [TG25]:** Added to come into compliance with the New Act

## 4.13 POWERS AND DUTIES OF THE BOARD

The Board governs the Association by

- a) determining annually the form and amount of membership fees;
- b) administering fund-raising activities;
- c) establishing policies for the most effective means for the Association to fulfill its purposes and meet its objectives within the constraints of the Association's Constitution and Bylaws;

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- d) establishing such committees, temporary or permanent, as deemed necessary by the Board;
- e) reviewing annually the composition and terms of reference of standing committees;
- f) appointing annually the members of the Nominating Committee other than the Chair;
- g) publishing newsletters, membership rosters, websites, and other forms of communication;
- h) appointing a Member to fill an director position vacated prior to end of a normal term;
- i) establishing the Rules of Order to be used for the Association's meetings; and
- j) any other activity as the Board deems necessary.

## 4.14 REMUNERATION FOR DIRECTORS

No director shall receive any remuneration for service as a director of the Association but may be reimbursed for reasonable expenses incurred on behalf of the Association and approved by the Board.

## 4.15 TERMS OF OFFICE FOR OFFICERS

No Officer shall serve for more than two (2) consecutive two-year terms in one position.

## 4.16 DUTIES OF THE OFFICERS

- a) The President is the Chief Executive Officer and Chair of the Board, and shall, or shall make arrangements for the following:
  - i. preside at all meetings of the Association;
  - ii. assign duties to the members of the Board;
  - iii. call upon any member of the Association to assist in the Association's operations; and
  - iv. exercise general supervision of all Association affairs.
- b) The Vice-President shall, or shall make arrangements for the following:

**Comment [TG26]:** This phrase has been added to all Officer positions to allow them to ask others to carry out their particular duties when necessary.

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- i. carry out the duties of the President in the President's absence;
  - ii. oversee the operation and actions of committees and chair committees as directed by the President; and
  - iii. perform such other duties as requested by the President.
- c) The Secretary shall, or shall make arrangements for the following:
- i. conduct the correspondence of the Association;
  - ii. issue notices of meetings of the Board and of the Association;
  - iii. keep minutes of all meetings of the Board and of the Association;
  - iv. have custody of all records and documents of the Association in accordance with the Act, except those required to be kept by the Treasurer;
  - v. maintain a register of members;
  - vi. ensure that the administration of the Association complies with the Act; and
  - vii. file the annual report of the Association and making any other filings with the registrar under the Act.
- d) The Treasurer shall, or shall make arrangements for the following:
- i. keep the financial records, including books of account, necessary to comply with the Act and the *Income Tax Act* of Canada;
  - ii. maintain accounts in chartered banks or other financial institutions approved by the Board;
  - iii. present regular reports to the Board and such financial statements as are required at general meetings of the Association;
  - iv. file annual reports and returns as are required by the Act, the *Income Tax Act* of Canada, and the Association's financial reviewers.
- e) The Past President shall, or shall make arrangements to, chair the Nominating Committee, and assist the Board in filling any positions on the Board that become vacant prior to the end of a normal term of office.

**Comment [TG27]:** Not previously in the Bylaws – added from the Model Bylaws prepared by the government under the New Act.

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## 4.17 ABSENCE OF SECRETARY FROM MEETING

**Comment [TG28]:** Inserted from the Model Bylaws for clarity.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

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## 4.18 SIGNING AUTHORITY

**Comment [TG29]:** Inserted from the Model Bylaws

A contract or other record to be signed by the Association must be signed on behalf of the Association

- a) by the president, together with one other director,
- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the vice-president is unable to provide a signature, by any two (2) other directors, or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.

## Part 5 – FINANCIAL ADMINISTRATION

### 5.1 FISCAL YEAR

The Association's fiscal year shall be from April 1 to March 31.

### 5.2 BORROWING

The Association shall not borrow money to achieve its purposes, unless approved by a special resolution.

### 5.3 INVESTMENTS

The Association, through the Board, may invest funds as permitted under the Act and the *Income Tax Act* of Canada, as it pertains to non-profit organizations, to support the purposes of the Association.

### 5.4 FUND RAISING

Fund-raising activities shall not contravene either the Act or the *Income Tax Act* of Canada. Included in the fund-raising activities are:

- a) membership fees;
- b) contributions and gifts;
- c) proceeds from social activities held to support the Association's purposes; and

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- d) assessments approved by the membership by special resolution.

## 5.6 FINANCIAL REVIEWER

- a) At each annual general meeting of the Association, the Board shall lay before the Members a financial review of the income and expenditures of the Association, prepared by an independent financial reviewer, in a form that meets the requirements of the Act and the *Income Tax Act* of Canada.
- b) The Board shall appoint the financial reviewer. A director of the Association may not act as the financial reviewer.

## Part 6 – AMENDMENTS

### 6.1 AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Amendments to the Constitution and Bylaws require a special resolution, to be approved by a 75% majority of the votes cast at a general meeting.

**Comment [TG30]:** The Board has elected to retain the 75% majority requirement despite the New Act allowing for a change to 2/3rds majority

## PART 7 – DISSOLUTION

### 7.1 DISPOSAL OF ASSETS

If the Association is dissolved, the assets, after all debts have been paid and any commitments to charitable purposes fulfilled, shall be transferred to the University of Victoria Foundation.