



# Serving Seniors Inc.

## Constitution and Bi-Laws

### **CONSTITUTION AND BY-LAWS OF SERVING SENIORS INCORPORATED**

**BE IT ENACTED** and it is hereby enacted as the Constitution and as a By-Law of **SERVING SENIORS INCORPORATED (INC.)** as follows:

#### **Article 1: NAME OF ORGANIZATION AND MISSION STATEMENT:**

**1.01 Serving Seniors Inc.** is a registered non-profit, non-political, multi-service organization that provides programs, activities, and services for seniors. It was developed by seniors for seniors who want to improve the quality of life for themselves and others. This organization focuses on aging in the community and is dependent on kind hearted volunteers and fundraisers.

**1.02 The Mission of Serving Senior's Inc.** Provide a community focal point for seniors by offering services, programs and activities that encompass the physical, social, cultural, intellectual and emotional well-being of seniors and other community members. The goal is to enhance the dignity of seniors by supporting independence and encouraging involvement with the community.

#### **Article 2: DEFINITIONS AND INTERPRETATIONS**

2.01 "Act" means the Corporations Act of Manitoba, Statutes of Manitoba (1976: C225), as from time to time amended and every statute that may be substituted thereof and, in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended provisions therefor,

2.02 "By-law" means any by-law of the Corporation, including and special by-law, from time to time in force and effect

2.03 "Board" means the **Board of Directors for Serving Seniors Inc.**

2.04 "Corporation" means the Corporation incorporated by the Certificate of Incorporation under the Act and named Serving Seniors Inc.

2.05 "Person" shall include partnership, associations and corporations the singular shall include the plural and vice versa, the male gender shall include the female and neutral gender

2.06 The Board of Directors for Serving Seniors Inc. shall render the final decision on all questions or interpretations of these by-laws unless overruled by the members of Serving Seniors Inc. at the annual General meeting of Serving Seniors Inc.

2.07 "Corporate Seal" will be the seal of Serving Seniors Inc. as affixed to this document

### **Article 3: REGISTERED OFFICE:**

**3.01** The registered office of Serving Seniors Inc. shall be at 10 Chrysler Gate in the City of Steinbach, Province of Manitoba, Canada.

### **Article 4: MEMBERSHIP:**

**4.01** Any person who subscribes to the purpose and goals of Serving Seniors Inc. may become a member upon satisfactory completion of an application form and payment of the required membership fee.

**4.02** Membership fees are routinely reviewed by the Board of Directors. Any proposed changes in membership fees must come before the membership as a whole at the Annual General Meeting (henceforth referred to as AGM) of Serving Seniors Inc.

**4.03** The Board of Directors may at any time, by a seventy-five percent (75%) majority vote, cancel the membership of any member or group.

**4.04** The Board of Directors must give written reason for the cancellation forthwith.

**4.05** Membership fees expire 31 December of any given calendar year and renewal fees therefore are due 1 January of the New Year.

**4.06** Only currently paid members are eligible to vote in the business affairs of Serving Seniors Inc. at the Annual General Meeting (AGM).

**4.07** Any member may withdraw membership from Serving Seniors Inc., but upon withdrawal, the member shall not be entitled to a refund of any portion of any applicable fees that the member or group has paid for any program or activity

**4.08** Memberships are not transferable.

### **Article 5: FISCAL YEAR**

**5.01** The fiscal period of all financial activities for Serving Seniors Inc. will be from April 1<sup>st</sup> to March 31<sup>st</sup>.

### **Article 6: MEETINGS**

**6.01** The AGM of Serving Seniors Inc. shall be called for the purpose of electing Board Directors, presentation and approval of the audited financial statements and for transacting such other business as may properly come before an AGM.

**6.02** The AGM for Serving Seniors Inc. shall be held in June of each calendar year and not later than the 30<sup>th</sup> of June unless exigent circumstances exist.

**6.03** If the AGM is cancelled or deferred, due written notice must be made by the Executive Director and Board of Directors to all members of Serving Seniors Inc. and any vested stakeholders

**6.04** A quorum for the transaction of business at the Annual General Meeting shall consist of at least 10% of the membership. Any questions arising at any meeting shall be decided by a majority of votes cast. In the case of an equality of votes (i.e. a tie vote), the President of the Board is empowered to the deciding vote.

**6.05** No voting by proxy is permitted.

**6.06** The Board of Directors for Serving Seniors Inc. shall meet at least eight times per calendar year.

**6.07** Meetings of the Board of Directors and the AGM shall be open to delegations from the committee group or public, provided that all delegations notify the President of the Board, the V.P of the Board or the Executive Director of Serving Seniors, in advance, by writing requesting to be included on the agenda.

**6.08** The AGM is open to all members. The meeting is also open to the public, however, nonmembers cannot speak to agenda items without prior recognition by the President of the Board.

**6.09** A non-member of Serving Seniors is not permitted to make any motion, engage in debate on a motion or otherwise vote on any motion made from the floor by a bona-fide Board member or general member of Serving Seniors Inc.

**6.10** All meetings conducted at Serving Seniors Inc. shall be guided by Roberts Rule of Order (RONR).

**6.11** Voting on business matters in all meetings, including the AGM shall require a simple majority to carry the motion, decision or policy.

**6.12** The quorum for execution of business at a Board Meeting shall require 51% of the Board Members being present with a majority to carry the motion, decision or policy.

**6.13** If the General Membership wishes to hold a special meeting, exclusive of the AGM, then this request must be made in writing to the Board, with at least 10% of the General Membership approving of same, in writing and specifying what the purpose for which this meeting is to be held. Two weeks written notice shall be given.

## **Article 7: BOARD OF DIRECTORS**

**7.01** The Board of Directors and Executive Director of serving Seniors Inc. shall be responsible for planning, coordinating and implementing of all work for the Corporation and also for ensuring the Mission Statement, policies, directives and objectives of the Corporation as set out in the by-laws Corporation are fulfilled with Due Diligence.

**7.02** The Board of Directors shall be responsible, by majority vote, for ensuring that the Board consists of a President or Board Chair, a Vice President, a Secretary, a Treasurer, the Executive Director and at least seven other executive positions, for a total of twelve positions. Each executive position will be assigned a designated portfolio with duties as directed by the Board.

**7.03** The Board of Directors must never be permitted to drop below nine positions.

**7.04** The Board of Directors shall, when required and necessary, appoint new Board and other committee members to ensure the Mission Statement, policies, directives and objectives of the Corporation are fully met without interruption or compromise.

**7.05** The Board of Directors shall be elected or confirmed at the annual meeting for a two year term of office.

**7.06** The Board of Directors, whether elected or appointed, shall have the same privileges and responsibilities.

**7.07** The Board of Directors shall all be in good standing with Serving Seniors Inc.

**7.08** A Board of Director is elected to the board for a two-year term. Members of the Board of Directors may serve an indefinite number of terms on the Board provided they are members in good standing and with the consensus of the majority of the Board members.

**7.09** The first Board of Directors meeting after the AGM must be held within thirty days of said meeting.

**7.10** The terms of all Executive Officers and Directors shall continue until the first Board of Directors meeting after the annual general meeting.

**7.11** The absence of any Board member from a Board Meeting for three (3) consecutive meetings, may be, in abstentia, declared person non-grata and by the authority of the Board of Directors, cease to be a member of the Board and deemed to have forfeited their seat.

**7.12** A member of the Board of Directors may, by notice in writing addressed to the President, resign their position at any time. If a vacancy shall occur for any reason, the Board of Directors may by resolution fill the vacancy with a member in good standing who will serve the remainder of the term. (See also 7.03)

**7.13** The Board of Directors shall establish goals and policies, ensuring the corporation is managed in accordance with Provincial Standards.

**7.14** The Board of Directors for Serving Seniors shall:

- a) Be responsible for the general administration of Serving Seniors Inc.
- b) Be responsible for the development of all employment and working agreements regarding personnel, remuneration, benefits and performance except in such cases where collective agreements may be involved. In these cases, the Board will work collaboratively with these partners.
- c) Be responsible for the fiscal management of Serving Seniors Inc. and ensuring proper, ethical and sound fiscal management practices are adhered to
- d) Be responsible for preparing the agenda and conducting an annual general meeting.
- e) Be responsible to the membership at large of Serving Seniors Inc. and adhering to a philosophy of full disclosure and openness
- f) Be responsible for the hiring of the Executive Director of Serving Seniors Inc. by establishing, in writing, all terms, conditions and salary for this position by way of contract
- g) Be responsible for the establishment and implementation of a Risk Assessment Protocol to ensure the safety and security of ALL persons employed or engaged with Serving Seniors Inc. This protocol is in keeping with a national STAY SAFE strategy.
- h) Be responsible for the establishment and implementation of policies to ensure that Serving Seniors Inc. is free from workplace harassment, discrimination in any form and intimidation. These policies equally apply to all participants in all programs at Serving Seniors Inc.
- i) Be responsible for assigned portfolios or designated committees either as appointed Chairs or as advisor-participants
- j) Be responsible for maintaining the overall integrity of Serving Seniors Inc.

**7.15** Emergency, emergent or in-camera meetings for the Board of Directors of Serving Seniors Inc. may be called as necessary or required by the President of the Board or Executive Director or at the discretion of the Board.

## **ARTICLE 8: DUTIES OF OFFICERS:**

### **8.01 The Board Chair or President**

- a) Shall be the head of Serving Seniors Inc. and shall be responsible to call and preside at the business meetings of the membership and the Board of Directors.
- b) Be responsible for preparing the agendas for the meetings of the membership and the Board of Directors.
- c) Is an ex-officio member of all committees
- d) Prepare and submit a report of the preceding year at the AGM
- e) Shall cast the deciding vote in the event of any tie
- f) Shall be one of the signing authorities
- g) Shall create and maintain a harmonious, harassment free and positive working atmosphere with the Board, members and all involved stakeholders associated with Serving Seniors Inc.
- h) Execute other duties as deemed fit by the Board

### **8.02 The Vice President**

- a) Become familiar with the duties of the Board Chair
- b) In the absence or disability of the Board Chair, be prepared to fulfill all the duties ascribed to the Board Chair with all powers therein, including signing authority
- c) Execute other duties as deemed fit by the Board

### **8.03 The Secretary**

- a) Attend all meetings of the Membership, Board of Directors and Executive and keep a written record of all votes and minutes of proceedings and be responsible for issuing the minutes of all Membership, Board and Executive Meetings.
- b) Be responsible to keep on file all correspondence and reports belonging to Serving Seniors, Inc.
- c) Execute other duties as deemed fit or necessary by the Board

### **8.04 The Treasurer**

- a) Provide oversight for all funds belonging to or entrusted to Serving Seniors Inc.
- b) Provide oversight for recording all receipts and expenditures, and keep current financial records.
- c) With the additional assurance and authority vested in the Board of Directors ensure that all committees and subcommittees of Serving Seniors Inc. prepare and submit an accurate accounting of all receipts and expenditures undertaken in the name of Serving Seniors Inc.
- d) Present an accurate statement of receipts and disbursements to the Board of Directors and Membership at every regular meeting.
- e) Ensure all deposits are deposited in a timely manner to the designated financial institution(s) of Serving Seniors Inc.

- f) Upon the approval of the Board of Directors, arrange for an annual audit of all Corporation records.
- g) Assist with preparing the budgets for the various programs of Serving Seniors Inc.
- h) Shall be one of at least two required signing authorities. The President or Vice President(s) will be the other designated signing authority.
- i) Maintain a record of all financial and other negotiable transactions of Serving Seniors Inc.
- j) Shall work with and consult a Certified General Accountant and designated Auditor during the annual audit process.
- k) Shall ensure that the required annual Information Return is filed with the Canada Revenue Agency and work with this agency as required in consultation with the Executive Director and/or Board if required.

**8.05 Other Directors of the Board shall:**

- a) perform those duties as designated by their assigned portfolios
- b) act as chairs for standing and advisory committees.
- c) perform other duties as shall be assigned by the President.

**Article 9: COMMITTEES:**

**9.01** The Board of Serving Seniors Inc. shall create Standing Committees, Subcommittees, Ad Hoc Committees and Advisory Committees as required to fulfill the mandate and Mission Statement of Serving Seniors Inc.

**9.02** The Chair for each Committee shall be appointed by the Board Chair and report directly to the Board and the Executive Director of Serving Seniors Inc.

**9.03** The Chairs of all standing committees shall provide written reports of their committee meetings to the Board and Executive Director at least monthly

**9.04** The following Standing Committees have been established and identified by the Board with terms of reference as described:

a) PROMOTIONS: Design, implement and measure various marketing strategies to inform the community of the various programs and services offered by Serving Seniors Inc. in keeping with the Mission Statement.

b) MEMBERSHIP: Recruit, retain and educate committed Board Members, volunteers and general members for Serving Seniors Inc. Promote the benefits of Serving Seniors Inc. Ensure the membership data base is current and all members receive membership cards immediately upon payment of dues.

c) PROGRAMS: Consult and work with the Program Director of Serving Seniors Inc. to implement innovative and relevant programs and services for seniors. Consult with the Board and Executive Director on space requirements for these programs. The Program Director of Serving Seniors will evaluate existing programs on a regular basis, measure the effectiveness of new programs and report to the Board in writing monthly.

d) FUNDRAISING: Plan and implement activities and events to raise funds to operate the programs of Serving Seniors Inc. Ensure that at least one major annual fundraiser occurs in which the community at large and businesses are invited and involved with.

e) FINANCE: The Treasurer shall be the Chair of this Committee. The committee will work collaboratively with the Executive Director and the Board on all financial matters pertaining to Serving Seniors Inc. This committee may review all grant applications, establish budgets for the overall operation of Serving Seniors and recommend the appointment of an auditor annually. (see duties of Treasurer)

f) PERSONNEL: Advertise, select and interview prospective candidates for job vacancies at Serving Seniors Inc. in a timely fashion, adhering to “fair practices” and all labour law statutes. Make recommendations to the Board and Executive Director as to recommended candidates for consideration as part of the selection process. Work collaboratively with the Board to finalize the selection. Review, revise and advise employees of modified job descriptions. Conduct annual performance assessments for all employees beginning with the Executive Director. These assessments should be completed on or before the employees “anniversary date” (initial date of employment) with Serving Seniors Inc.

Immediately deal with any reported or observed disciplinary matter using a Progressive Discipline Model ensuring full documentation and disclosure practices are adhered to. Take appropriate and measured discipline accordingly following a comprehensive review of the involved matter and involved subjects. The Board must be consulted in the more serious disciplinary matters. The definition of serious shall be determined by the Chair of this committee and in consultation with the Executive Director. Serious allegations of misconduct may be referred to the local detachment of the Royal Canadian Mounted Police for investigation (i.e. Assault, Sexual Assault, Criminal Harassment, Criminal Utter Threats, etc.)

Review all personnel files annually and update policies as required.

g) BUILDING: Work with the Program Director in examining various locations within Serving Seniors Inc. to operate or expand programming. Review building maintenance issues with the Executive Director and Board as required. Consult with third party stakeholders such as architects, designers, building contractors, trades or sub-trades persons on building issues.

h) CAPITAL FUND RAISING: Plan and implement appeal campaigns and events to raise necessary funds to sustain the physical plant of Serving Seniors Inc. This will include approaching local businesses, individuals, government groups, foundations etc. for donations.

i) NOMINATING COMMITTEE: Select potential candidates for consideration to join the Board of Serving Seniors Inc. The committee shall consist of at least one Board member and two others members, not necessarily board members. All committee members must be in good standing (i.e. dues currently paid). The committee will function year round and shall meet periodically as deemed by the Chair in consultation with the Board of



Directors. It is expected that currently sitting board members assist in the recruitment of potential board members and bring potential candidates to the attention of the committee chair for consideration.

#### **Article 10: CONFIDENTIALITY**

**10.01** The nature of all business conducted at Serving Seniors Inc. demands that all information pertaining to or discussed within, in writing or otherwise be kept CONFIDENTIAL subject to all applicable legislation and policies of Serving Seniors Inc. including those provisions of the Freedom of Information and Protection of Privacy Act (FIPPA) of Manitoba (2008) and Privacy Act of Canada (2005).

#### **Article 11: CONFLICT OF INTEREST**

**11.01** Board Members and Employees of Serving Seniors Inc. shall at all times

- a) Maintain the highest standard of integrity and impartiality
- b) Act in good faith in all transactions with a view to the best interests of Serving Seniors Inc.
- c) Be aware and vigilant of the need to avoid conflict of interest situations
- d) Never use their position with the Serving Seniors Inc. for personal gain or advantage
- e) Never to disclose information to a third party or media that would place Serving Seniors Inc. in a position of advantage over competitor's

#### **Article 12: AMENDING FORMULA**

**12.01** The By-Laws of the Constitution of Serving Seniors Inc. (the Corporation) may be amended and ratified at the AGM by an ordinary Resolution adopted by two-thirds majority vote of the members in attendance at the AGM.

**12.02** Notice of the proposed amendment shall be given in writing at least thirty (30) days in advance of the AGM which specifically outlines the intended amendment and shall circulated to the general membership of Serving Seniors Inc.

#### **Article 13: INDEMNIFICATION TO DIRECTORS AND OTHERS**

**13.01** Subject to Section 119 of the Corporations Act, every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability duly authorized on behalf of the Corporation, heirs, executors and administrators shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses sustained or incurred in or about any action, suit

or proceeding which is brought or prosecuted against them in respect of any act done or permitted or omitted by them in or about the execution of duties except such costs, charges or expenses as are occurred through willful neglect.

#### **Article 14: BOOKS AND REPORTS**

**14.01** The bi-laws, minutes and financial reports of Serving Seniors Inc. shall be available for review to the members at all reasonable times and the auditors of the Corporation shall have a right to access at all times to all books and records and are entitled to require from the Directors and Officers such information as may be necessary for the performance of their duties as auditors.

#### **Article 15: INTERPRETATIONS**

**15.01** In all By-Laws and Resolutions the singular shall include the plural, the plural the singular, the word 'person' shall include firms and corporations, the masculine shall include the feminine.

#### **Article 16: DISSOLUTION**

**16.01** With the approval of Seventy-five percent of the membership of Serving Seniors Inc., the Board of Directors may dissolve the Corporation known as Serving Seniors Inc. meeting all statutory and legal requirements to do so if Serving Seniors Inc. no longer serves the purposes for which it was incorporated

**16.02** Any funds or assets remaining after dissolution of Serving Seniors Inc. and satisfying all debts and liabilities shall be distributed to specified non-profit organizations within the province of Manitoba whose objectives most closely accord with those of Serving Seniors Inc. and as determined by its members at dissolution. The non-profit organizations receiving funds or assets must be registered Canadian charities.

#### **17.01 Signatories of Ratification:**

Date: \_\_\_\_\_ 2020 AD, at or near Steinbach, in the Province of Manitoba.

Affix Corporate Seal