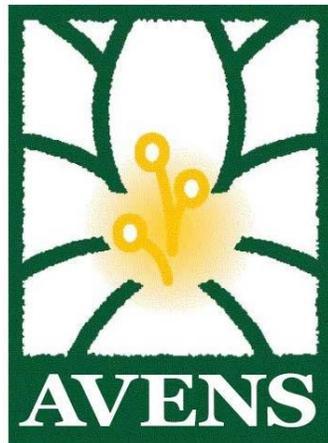


**AVENS – A  
COMMUNITY FOR  
SENIORS**

**Constitution and Bylaws**

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## CONSTITUTION

“Yellowknife Association of Concerned Citizens for Seniors”, by way of an extraordinary resolution, has changed its name to AVENS – A Community for Seniors effective September 29, 2011.

AVENS – A Community for Seniors chiefly carries out its operations in the City of Yellowknife, Northwest Territories.

The Objects of the Society are:

1. To promote the social and physical well being of senior citizens, both generally and through the establishment and construction of senior citizens' facilities;
2. To raise, receive and disburse funds for the construction of senior citizens' facilities;
3. To manage and operate such facilities;
4. To hold property, leases, licenses, and contracts in connection with the construction or operation of such facilities;
5. To encourage the appropriate departments of all levels of government to provide services and facilities necessary for the well being of senior citizens.

## BYLAWS

### Article 1 - Definitions

- a. "Society" shall mean AVENS – A Community for Seniors
- b. "Member" shall mean a Member of the Society.
- c. "Board of Directors" shall mean the governing body for the Society.
- d. "Director" shall mean a voting member of the Board of Directors of the Society.
- e. "Chair" shall mean an Officer of the Board elected pursuant to Article 4, Section 3.
- f. "President and Chief Executive Officer" shall mean an Officer of the Board appointed pursuant to Article 3, Section 2.

## **Article 2 - Membership**

### ***Section 1 - Eligibility***

All persons 19 years of age or over shall be eligible for membership in the Society except:

- a) an employee of the Society;
- b) a physician, dentist, pharmacist, nutritionist, rehabilitation specialist or any other health care professional who provides services under an agreement with the Society,
- c) any person employed by or representing the major funding agencies of the Society,
- d) the auditor or solicitor of the Society,
- e) any person who, subsequent to becoming a Member, becomes a person to whom subsections (a) through (d) applies is ineligible to be a Member.

### ***Section 2 - Term of Membership***

There will be one class of members. All individuals and organizations will be eligible to become members with the exclusion of those exceptions outlined in Article 2.

Memberships will effective from April 1<sup>st</sup> - March 31<sup>st</sup> of every year and must be renewed annually to be eligible to vote at the AGM. Each Member shall submit a signed membership form in electronic or hard-copy format which is kept by the President and Chief Executive Officer.

### ***Section 3 - Fees***

There is currently no membership fee nor donation required for membership.

### ***Section 4 - Rights***

All Members of the Society shall have the right to stand for election to the Board of Directors, and the right to vote at all Annual General and Special Meetings of the Society as long as they have renewed or applied for membership by March 31<sup>st</sup> of the year in question.

### ***Section 5 – Honorary Life Member***

The Board of Directors may have the option to appoint an Honorary Life Member to recognize those who have made substantial contributions to the Society.

### ***Section 6 - Resignation***

Any Member may resign from membership in the Society by notice in writing to the Chair.

### ***Section 7 - Expulsion***

Any Member whose conduct is considered detrimental to the Society may be expelled by resolution passed by a majority of the Directors.

## **Article 3 - Board of Directors**

### ***Section 1 - Duties and Responsibilities***

The affairs of the Society shall be governed by a Board of Directors that shall supervise, control, and direct the affairs and business of the Society. The Board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the Objects of the Society.

### ***Section 2 - Appointing of a President and Chief Executive Officer***

The Board of Directors shall hire a President and Chief Executive Officer to be responsible for the management of the Society in accordance with the policies issued by the Board. These responsibilities shall include, but shall not be limited to: communicating notices of all meetings of Members and all meetings of Directors; keeping minutes of all such meetings; and keeping full and accurate accounts of all receipts and disbursements of the Society.

### ***Section 3 - Composition***

Board membership shall consist of a minimum of five (5) and a maximum of eight (8) Directors. The President and Chief Executive Officer shall automatically be a member of the Board. All Directors, except for the President and Chief Executive Officer, are entitled to vote.

### ***Section 5 - Term of Office***

Term of Office for Directors shall be two years. There is no limit on the number of consecutive terms to which a Director may be.

### ***Section 6 - Eligibility***

Any Member of the Society is eligible to be a Director of the Society.

### ***Section 7 - Elections***

As well as accepting nominations from the floor, a slate of nominees shall be prepared for presentation at the Annual General Meeting by the Nominating Committee formed pursuant to Article 5, Section 3.

### ***Section 8 - Board Vacancies***

Where for any reason a Director leaves the Board, the Board of Directors may appoint another person to fill the vacancy until the next Annual General Meeting.

### ***Section 9 - Removal from Office***

Any Director may be expelled by a two thirds majority vote of directors for dishonesty, or for gross misconduct, or for failing or refusing to carry out his/her duties as a Director.

Any Director absent from three meetings in succession or four meetings in the twelve month period is automatically terminated unless the Board approves the absences. If this person requests reinstatement, within two months, the board may reinstate the seat, though this provision may not be used for any Director more than once.

### ***Section 10 - Number of Board Meetings***

At the call of the Chair, the Board shall hold a minimum of nine (9) monthly meetings in any one twelve (12) month period.

### ***Section 11 - Quorum***

The majority of the Board shall constitute a quorum at any Board Meeting. If a quorum is not present after 30 minutes of the scheduled start time for the meeting, then the meeting will stand adjourned.

### ***Section 12 - Voting***

Voting shall be by show of hands unless a secret ballot is requested by any two Directors present. In determining the result of the vote, abstentions shall not be taken into account. The Chair shall not vote except where there is a tie vote in which case he/she shall cast the deciding vote.

### ***Section 13 - Remuneration***

No Director shall receive any remuneration for duties performed on behalf of the Society. Directors may be reimbursed for reasonable expenses while performing such duties.

### ***Section 14 - Indemnification***

Every Director and Officer of the Society and the heirs, executors, administrators, and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Society from and against:

- a) any liability and all costs, charges and expenses that one sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against one for or in respect of anything done or permitted by one in respect of the execution of the duties of one's office; and
- b) all other costs, charges and expenses that one sustains or incurs in respect of the affairs of the Society; except any liability or any costs, charges, and expenses in respect thereof as may be occasioned by one's own willful neglect or default.

## **Article 4 - Officers**

### ***Section 1 - Officer Positions***

The Officers of the Board shall consist of a Chair, a First Vice Chair, a Second Vice Chair, a President and Chief Executive Officer and a Board Secretary.

### ***Section 2 - Duties of Officers***

The duties of the officers shall be such as their titles by general usage would indicate or as may be required by law, or as specified or assigned to them from time to time by the Board.

### ***Section 3 - Election of Officers***

The Directors shall, from their own number, elect a Chair and Vice Chairs. This election shall occur at the first Board Meeting following the Annual General Meeting.

### ***Section 4 - Term of Officers***

Officers shall hold office until the conclusion of each Annual General Meeting at which time a meeting of the newly elected Directors will be convened to elect their successors.

### ***Section 5 - Officer Remuneration***

No Officer shall receive remuneration for duties performed on behalf of the Society with the exception of the President and Chief Executive Officer whose remuneration shall be established by the Board of Directors. Officers may be reimbursed for reasonable expenses while performing such duties.

## **Article 5 - Committees**

### ***Section 1 - Appointment of Committees***

The Board may appoint Standing or Ad Hoc Committees with definite terms of reference.

### ***Section 2 - Executive Committee***

The Officers of the Society shall comprise the Executive Committee. The President and Chief Executive Officer shall serve as a non-voting member of the Committee. The purpose of the Executive Committee is to act on behalf of the Board on specific items delegated by the Board, and to act on behalf of the Board regarding urgent decisions when it is impossible for the Board to convene. Such actions must be presented for ratification at the next Board Meeting.

### ***Section 3 - Nominating Committee***

At least two months prior to the Annual General Meeting, the Board shall elect from its own number two individuals to form a Nominating Committee for the sole purpose of presenting a slate of nominees for Directors of the Society at the Annual General Meeting.

## **Article 6 - Annual and Special General Meetings**

### ***Section 1 - Annual General Meeting***

An Annual General Meeting of the Society shall be held between three and six months after fiscal year end and normally held in the month of September.

### ***Section 2 - Special Meetings***

Any seven Members may call a meeting by presenting a signed request to the Chair who shall call a Special Meeting within fifteen days after the receipt of such a request.

### ***Section 3 - Notice of Meeting***

Notice of any Annual General or Special Meeting shall be given at least five days prior to the date set for the meeting by publication of the notice in the local media.

### ***Section 4 - Quorum***

Five Members of the Society shall constitute a quorum at Annual General or Special Meetings. If a quorum is not present after 30 minutes of the scheduled start time for the meeting, then the meeting will stand adjourned.

### ***Section 5 – Voting***

Each Member of the Society is entitled to one vote on any motion or resolution at an Annual General or Special Meeting. Voting by proxy shall not be permitted.

### ***Section 6 - Other Meeting Rules***

Questions of procedure, which have not been provided for in these Bylaws, shall be determined in accordance with Roberts Rules of Order.

## **Article 7 – Seal**

### ***Section 1 - Use and Safe Keeping***

The Seal shall be retained by the President and Chief Executive Officer and affixed to all contracts, agreements, conveyances, mortgages, or other documents, as may be approved by the Board.

### ***Section 2 - Description***

The Seal shall consist of the word “Seal” in a circle formed by the words “AVENS – A Community for Seniors”.

## **Article 8 - Finances and Administrative Matters**

### ***Section 1 - Fiscal Year***

The fiscal year shall end on March 31<sup>st</sup> of each year.

### ***Section 2 - Appointment of Auditor***

An independent auditor shall be appointed by the Board of Directors for the purpose of preparing an audited financial statement for presentation to the Members.

### ***Section 3 - Eligibility of Auditor***

A Director, a person who is in partnership with a Director, an employee, or the spouse of such person, shall be ineligible for appointment as auditor under this Bylaw.

### ***Section 4 - Borrowing***

The Board, by majority vote, may borrow funds for the current operations of the Society, in such amounts as they, in their discretion, deem necessary, provided that no funds are borrowed for capital expenditures except if such expenditures have been approved at an Annual General or Special Membership Meeting.

### ***Section 5 – Custody of Minutes and Other Books of Records***

The Minutes and other books of record of the Association shall be kept in the custody of the President and Chief Executive Officer, at the principal place of business of the Society, or as the Board may direct.

### ***Section 6 - Inspection***

At the direction of the Board, all books and records of the Society, with the exception of the health records and personnel records of individual residents shall be open to inspection by the Members or other individual authorities such as funding agencies.

## **Article 9 - Dissolution**

In event that the Society should at any time be wound-up or dissolved, the remaining assets after payment of all debts and liabilities shall be distributed to another recognized charitable or non-profit organization, having similar objectives, in the Northwest Territories or elsewhere in Canada.

**Upon winding up or dissolution of the charity and after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to one or more qualified donees.**

## **Article 10 - Amendments**

### ***Section 1 - Voting***

These Bylaws may be varied, amended or repealed by a majority vote of not less than seventy-five percent (75%) of those present at an Annual General Meeting or Special Meeting but no variation, amendment or repeal shall have any effect until it has been registered by the Registrar of Societies.

### ***Section 2 - Notice***

Notice of intention to propose the variation, amendment, or repeal of any Bylaw shall be given in the Notice of Meeting published pursuant to Article 6 Section 3.