

Approved by GNWT Department of Justice

SCHEDULE A

Dated this 17th day of March 1983
Amended this 27 day of October 1997
Dated this 22nd day of June, 2000
Amended this 18th day of July 2002
Dated this 27th day of October, 2009
Dated this 3rd day of September, 2013
Dated this 4th day of October, 2017
Dated this 21st day of October, 2020

**NWT SENIORS' SOCIETY
BY- LAWS & CONSTITUTION**

1. INTERPRETATION

The term "Society" shall refer to the NWT Seniors' Society; the term "Board" shall refer to the Board of Directors of the Society. The "Executive Committee" shall refer to members of the Board, or members appointed by the Board, who occupy the positions of President, Vice-President, Treasurer and/or Secretary and the immediate Past President, or any other positions as determined to be necessary to carry on the business of the Society.

2. MEMBERSHIP

- (i) Regular membership shall be open to all persons 50 years or over on payment of a membership fee as determined by the Board at the Annual General Meeting.
- (ii)
 - (a) Associate membership shall be open to all persons between 16 to 49 years on payment of a membership fee, as determined by the Board at the Annual General Meeting.
 - (b) Associate membership for organizations that do not qualify under By-Law 2 (iii) may be granted as determined by the Board at the Annual General Meeting.
- (iii) Group memberships for organizations and groups whose objectives are compatible with the objectives of the NWT

Seniors' Society, and whose major activities are with and for senior citizens, are eligible for associate membership.

- (iv) Honorary memberships can be conferred, as recommended by the Board, at the Annual General Meeting. Honorary members will no longer pay membership dues and shall be entitled to make motions and vote at the Annual General Meeting, General Meetings or Special Meetings. Honorary members may be eligible to hold office within the Society.
- (v) All members of the Society shall have the right to participate in Society activities and to use the facilities established by the Society, following payment of such additional fees as the Board determines.

3. MEETINGS

- (i) An Annual General Meeting of the Society shall be held between thirty one (31) and one hundred and eighty (180) days of the close of the fiscal year, the 31st day of March, each year. Fourteen (14) days notice of such a meeting shall be advertised by radio, by email and social media.
- (ii) A general or special Meeting of the Society may be called at the discretion of the President or Vice-President provided the reason for the meeting is set out and no less than fourteen (14) days notice shall be advertised on radio, by email and social media.
- (iii) If the President and Vice-President are absent from a general or special meeting, another member of the Executive Committee shall be elected to preside over the meeting, for that meeting only.
- (iv) A quorum for an Annual General Meeting or special Meeting of the Society shall be ten percent (10%) plus one (1) of those members in good standing of the Society and present at the AGM and at least fifty percent (50%) of the Board of Directors.

- (v) Five (5) regular members may request a Special meeting by written presentation to the President or Vice-President. The meeting must be held within thirty (30) days of receipt of the written presentation. The membership must be advised of the location, the time, and the business to be conducted with at least fourteen (14) days notice advertised by email and social media.

4. BOOKS AND RECORDS, MINUTES OF MEETINGS

- (i) The Secretary of the Society shall be responsible for ensuring the Executive Director keeps accurate minutes of all meetings. All minutes shall be signed by the President or Vice-President, after they have been approved.
- (ii) The books and records and minutes of meetings of the Society shall be provided to members in good standing (membership dues are paid by the date of the Society's Annual General Meeting each year) upon receipt of a written request to the President.
- (iii) The Treasurer of the Society shall be responsible for keeping proper updated books of account and the financial statements for the Society.

5. FINANCIAL PROVISIONS

- (i) The Society's fiscal year shall be April 1st to March 31st of the following year.
- (ii) The financial affairs of the Society will be managed following standard accounting procedures and regulations by an auditor following the end of each fiscal year.
- (iii) The Society shall appoint an independent auditor on an annual basis at the Annual General Meeting.
- (iv) (a) Signing authority for financial documents shall rest with either the President, Vice-President, Secretary, Treasurer, or Immediate Past President.

- (b) Signing authority for bank documents shall rest with any two of either the President, the Vice-President, Secretary, Treasurer, Immediate Past President or the Executive Director.
- (v) The Society shall maintain bank accounts at chartered banks in Yellowknife.
- (vi) The Treasurer is responsible for presenting an up-to-date financial report to each meeting of the Executive Committee and the Board of Directors.

6. BORROWING POWERS

- (i) The Society, may, by majority vote at a Board Meeting, borrow funds for the current operations of the Society, but the total of such funds shall not exceed one-half (50%) of the Society's revenues in the preceding fiscal year.
- (ii) The Society shall require approval of a majority of the regular members present at the Annual General Meeting, to borrow funds for capital expenditures up to five thousand dollars (\$5,000).

7. DISPOSAL OF FUNDS

- (i) All monies received by or on behalf of the Society shall be deposited in the Society's bank accounts, to be held in trust for the Society, as determined by the Board.
- (ii) All disbursements from the bank account shall be made by cheques or other means as authorized by the Board.

8. BOARD OF DIRECTORS

- (i) A Director must be a regular member, in good standing, of the Society, be 60 years of age or older and have been a resident of the Northwest Territories for at least one (1) year, and should not be employed or affiliated with any organization where there may be a perceived conflict of interest.
- (ii) The Directors shall act according to the Bylaws and Constitution of the Society.
- (iii) Using the Society's nomination process, as outlined in Policy # 9, *Selection of Regional Representation on Board of Directors*, seniors or elders groups may select a Board Member from one community in the region and an Alternate from another community in the region (regions listed in Appendix A) to serve up to a three (3) year term. In the event no selection is made by the region, the Board may appoint a Board Member and an Alternate for up to a three (3) year term.
- (iv) The term of office for Board Members shall be a maximum of three (3) years. After a three (3) year term, a new Board Member or Alternate will be chosen according to the process outlined in paragraph (iii). Board Members whose terms expire are not eligible for re-nomination for one (1) year.
- (v) The Board Members and Alternates will be confirmed by the membership at the Annual General Meeting.
- (vi) Unless authorized by the Board or Executive Committee, no officer or member of the Board will receive an honorarium or payment for services.
- (vii) On the resignation, death or removal of a Board Member or Alternate, a new Board Member or Alternate shall be appointed and accepted by a quorum of the Board from among the regular membership until the next Annual General Meeting.

- (viii) If a Board Member or Alternate is unable to attend two (2) consecutive Board Meetings and does not provide a suitable reason for their absence, the Secretary will write a letter inquiring whether there is intention to attend future meetings. If a reply is not received within thirty (30) days of the date of the letter, then he/she will be removed from the Board of Directors.
- (ix) A Board Member or Alternate may resign his or her office by a written resignation to the President of the Society or by a verbal resignation at a duly constituted meeting of the Board of Directors. The resignation will become effective upon acceptance at the next duly constituted meeting of the Board of Directors or Executive Committee.
- (x) Fifty percent (50%) plus one (1) shall constitute a quorum at any Board meeting.
- (xi) The Board may appoint any member of the Board of Directors to chair a committee or hold a position on the Executive Committee for a term of one (1) year as appointed by the Board after the Annual General Meeting.

9. OFFICERS OF THE EXECUTIVE COMMITTEE

- (i) The officers of the Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer and immediate Past President.
- (ii) The officers of the Executive Committee shall be elected by and from the Directors at the first Board Meeting following the Annual General Meeting of the Society.
- (iii) The Executive Committee will meet as required to carry on the business of the Society.

- (iv) The term of office for Members of the Executive Committee shall be a maximum of one (1) year. A member of the Executive Committee can serve a maximum of three consecutive terms. The exception is the position of the President moving to the Past-President position.

10. COMMITTEES OF THE SOCIETY

- (i) The Board of the Society may establish committees to carry out the business of the Society as and when determined by the Board. The committees are to be chaired by a member of the Board of Directors who will be responsible for reporting back to the Board.

11. VOTING RIGHTS OF MEMBERS

- (i) Each Regular and Honorary member in attendance at Annual General Meetings, Special Meetings or General Meetings of the Society shall have one vote.
- (ii) Associate and Group members are not permitted to vote at Annual General Meetings, Special Meetings or General Meetings.
- (iii) Proxy votes are not allowed.

12. WITHDRAWAL AND EXPULSION OF MEMBERS

- (i) Any member may withdraw from membership in the Society by notice in writing to the President or by non-payment of annual dues.
- (ii) A member may be expelled from the Society for conduct that is considered detrimental to the Society. A member may be expelled by a Special Resolution of the members passed at a General or Special Meeting. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General or Special Meeting before the special resolution is put to a vote.

13. SEAL AND SIGNING AUTHORITY

- (i) The Seal of the Society shall consist of the word "Seal" in a circle formed by the words NWT SENIORS' SOCIETY.
- (ii) The Seal shall be the responsibility of the Secretary of the Society and kept in the custody of the Executive Director in the Head Office of the Society.
- (iii) The Seal shall not be affixed to any instrument or documents except by authority or a resolution of the Board and in the presence of the Treasurer and at least one (1) other Director.

14. MAKING, ALTERING AND RESCINDING BY-LAWS

- (i) By-laws of the Society may be rescinded, altered or added to at the Annual General Meeting or by extraordinary resolution passed by a majority of not less than three quarters (75%) of those members of the Society who are entitled to vote as are present at the General Meeting.
- (ii) Notice of Intention to propose the rescission, alteration or addition of any by-law shall be given in a notice of meeting published pursuant to the By-law 3 (ii).

Appendix A List of Regions

- Region # 1: Tuktoyaktuk, Paulatuk, Sachs Harbour, Ulukhaktok
- Region # 2: Colville Lake, Fort Good Hope, Norman Wells, Tulita, Deline
- Region # 3: Fort Simpson, Wrigley, Jean Marie River, Fort Providence, Nahanni Butte, Fort Liard, Sambaa K'e, Kakisa
- Region # 4: Wekweti, Gameti, Wha Ti, Behchoko,
- Region # 5: Lutsel K'e, Fort Resolution
- Region # 6: Yellowknife, N'dilo/ Dettah
- Region # 7: Hay River, Enterprise, Katlodeechee Reserve
- Region # 8: Fort Smith
- Region # 9: Inuvik, Aklavik, Fort McPherson, Tsiigehtchic

I resolve that the Bylaws of the NWT Seniors' Society be repealed and the Bylaws set forth in the attached Bylaws document, Schedule A, dated October 21st, 2020 be substituted.

Moved by John Soderberg. Seconded by Pat Burnstad. Approved.

Incorporated Under the Societies Ordinance of the Northwest Territories
and that

NWT SENIORS' SOCIETY

CONSTITUTION

- (A) the name of the Society is NWT SENIORS' SOCIETY
- (B) The objectives of the Society are:

That all seniors are valued and respected by the community.

Mission:

To ensure that seniors have dignity, independence,
participation, fairness and security within the community.

Principles:

- Principles guide the actions by which the mission will be achieved.
- Dignity means being treated with respect regardless of the situation giving a sense of self-esteem.
- Independence means being in control of one's life.
- Participation means being involved, staying active, and taking part.
- Fairness means having needs considered equally with others.
- Security means having adequate income in a safe and supportive environment.

Implementation:

- Stay aware, through members of the Society and others, where and when the principles are not being observed.
- Try to help government authorities understand the relationships that promote the principles.
- Be available to advise and assist seniors to attain their proper place in the community.
- Encourage certain seniors to take lead roles in the community.
- Promote solidarity among seniors.

The principle place of operation for the Society will be Yellowknife, Northwest Territories.