PORT DOVER SENIORS CENTRE CONSTITUTION

1. **NAME**

The name of the organization will be the Port Dover Seniors Centre (“PDSC”), incorporated in Ontario on September 14, 2021 as Port Dover Seniors Centre Inc (corporation number 5014603) under the Not-for-Profit Corporations Act 2010 (Ontario), (ONCA), herein after referred to as the "Act".

2. **LAND ACKNOWLEDGEMENT**

We acknowledge the presence and historic importance of Indigenous peoples and offer our respect and gratitude for their stewardship and care of this land on which we live and serve our community.

3. **VISION AND MISSION**

VISION: A community organization which enhances the lives of seniors in the Port Dover area.

MISSION: To foster personal growth, independence, active living, and social connectedness for seniors through activities and events in a safe and inclusive environment.

4. **AIMS AND OBJECTIVES**

The aims and objectives of the group will be:

a) To maintain an active, up-to-date membership program.

b) To offer programming that is engaging, stimulating, and enriching to its members.

c) To partner with other clubs, groups, and organizations to each other’s mutual benefit.

d) To operate in a fiscally responsible manner.

5. **INTERPRETATION**

All terms contained in the Constitution and the Bylaws that are defined in the Not-for-Profit Corporations Act, 2010 (Ontario) shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

6. **MEMBERSHIP**

7. **PDSC is a membership-based organization.**

a) All members must be 50 years of age or older.

b) Memberships will be renewed annually and cover the period April 1 to March 31.

c) Memberships are non-transferrable, non-refundable, and may not be shared.

d) Membership types and options, dues and fees, will be at discretion of the Board of Directors.

e) Members may upgrade their membership to include additional options throughout the year.

f) A membership roster will be maintained by the Board.

g) Each member is allowed one vote at every meeting of the members.

8. **MEMBERSHIP FEES**

a) Annual membership fees are for the period April 1 to March 31.

b) Membership fees will be reviewed annually and approved by the Board of Directors.

c) In the event of unforeseen and/or extraordinary circumstances, the Board may adjust the then current or subsequent membership fees at any time during the year.

9. **MEMBERSHIP CODE OF CONDUCT**

In order to promote and maintain a safe, respectful, and inclusive environment, PDSC will take reasonable steps to support the health, safety and dignity of all members, program facilitators and guests.

All members will:

a) be required to treat all program instructors, facilitators, members and their guests with dignity, respect, and fairness, and

b) refrain from using fragrances or heavily scented products.

By signing the Membership Registration form, all members:

a) have acknowledged that they have read and agree to adhere to the regulations contained in the Constitution, By-Laws and Policies and Procedures, including organizational operations, membership expectations, obligations, dispute resolution, requirements and the Membership Code of Conduct that the PDSC has adopted and posted on portdoverseniors.ca, and

b) understand that they may be captured in photographs taken at PDSC and agree that those images may be used for promotional purposes, unless the member specifically requests in writing to the Board of Directors that their image not be used, and

c) release and forever discharge the PDSC for all actions, claims, damages and demands arising from participation in a PDSC program or any of its' associated activities, and

d) give PDSC and its' agents permission to arrange to transport them for medical treatment, if necessary, and at their own expense.

The PDSC will not tolerate any harassment, bullying or violence directed towards any member, program instructors, facilitator or guests. Inappropriate behaviour of members, instructors, program facilitators or guests must be reported in writing to the President of the Board. The Board of Directors will have a policy and procedure in place to address such reports and may suspend or terminate the membership of any member who does not adhere to the Membership Code of Conduct.

10. **DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE**

a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles, Constitution or By-laws.

b) b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of

the Member before making a final decision regarding disciplinary action or termination of Membership.

11. BOARD OF DIRECTORS, OFFICERS, AND COMMITTEE STRUCTURE

a) The Board of Directors are responsible for setting strategic direction, establishing policy and ensuring accountability. Operational responsibilities, including the delivery of programs and services are carried out by staff, committees or program coordinators.

b) Board members will be elected at the Annual General Meeting. Outstanding Director positions will be elected at the AGM in accordance with the Bylaws.

c) An elected or appointed director is not official until the director agrees in writing to be on the Board of Directors.

d) The Officers of the PDCS will be the Chair (President), Vice-President, Secretary, and Treasurer. The Officers shall form the Executive. In addition, at the discretion of the Executive the Past President may be included as a member of the Executive.

e) The Board shall appoint a Chair (President) from among the Directors and may appoint any other person to be vice-president, treasurer, and secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.

f) Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

g) In subsequent terms, should they stand for re-election, the Chair (President) shall either be reappointed by the Board as Chair (President) or serve as past-President. In the absence of the President the Vice President shall assume the responsibilities of the President.

h) The Board will consist of five to nine directors. Each director will serve a two-year term. Any Board members who are elected, or re-elected to subsequent Boards, will be elected to two-year terms. Directors and Officers are eligible for re-election immediately after their term is complete.

i) The Board of Directors will include (four executive officers and up to five Directors at large.), including the immediate past President. Each director carries a governance portfolio, contributing oversight, guidance, and accountability within their area of responsibility. Directors serve in a governance capacity and do not participate in operational management (apart from PDSC Events), which is delegated to staff and committees.

j) The Chair (President) shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

k) Quorum for Board meetings is the majority of directors or 50% + 1 of the number of directors fixed as noted in the By-laws.

l) Each member of the Board of Directors shares collective responsibility for governance of the organization. In addition, Directors assume individual responsibility for specific governance. If a Board member has not attended three consecutive Board meetings in any given year without providing a suitable explanation for his/her absence, his/her position will then be considered vacant.

m) In the event of a term vacancy, a new Director may be sought and appointed by the Board of Directors to complete the term until the next Annual General Meeting. The Board has the power to elect up to one-third of the number of directors that were elected at the last annual meeting. If the Board cannot fill the remainder of the seats, it functions with vacancies until the next election.

n) Directors, and Board appointed Advisors and Liaisons, are volunteers and will receive no remuneration for their service to PDSC in his/her role as a Board member. No personal gifts or gratuities may be accepted, and any gifts or donations received for their service to PDSC must be turned over for the benefit of the PDSC. The exception being a Board member providing a service (normally paid for) outside the regular Board parameters, a program facilitator or instructor who provides program facilitation or instruction at least one hour weekly on an annual basis to the PDSC. It is the discretion of the Board to compensate these exceptions financially or through other means.

o) Each member of the Board of Directors shares collective responsibility for the governance of the organization. In addition, Directors assume individual responsibility for specific governance portfolio typically through roles such as committee chair or designated portfolio lead (e.g., Membership, Health & Safety, Volunteer Coordination). governance tasks are carried out through these roles, with support from committees, project coordinators, and/or staff, as applicable.

Directors are expected to provide regular updates to the Board on their areas of responsibility, either verbally or in writing, ensuring transparency and informed decision-making.

p) Committees may be created or disbanded by the Board of Directors by majority vote as required.

q) The Board will vote to change by-laws or accept new by-laws as well as the Policy and Procedures Policy.

12. **AUTHORITY OF THE BOARD OF DIRECTORS:**

Organizational Direction & Purpose

i. Define and approve the mission, vision, and values.

Approve strategic plans and priorities.

i. Determine the overall direction of the organization.

Governance & Policy Framework

i. Establish and approve governance policies.
ii. Approve key organizational policies (financial, safety, code of conduct).
iii. Ensure alignment with legal and regulatory requirements.

Financial Oversight & Stewardship

i. Approve the annual budget.
ii. Monitor financial performance and reports.
iii. Approve major expenditures and funding allocations.
iv. Ensure proper use of funds and financial accountability.

Risk Management & Compliance

i. Identify and oversee organizational risks.
ii. Ensure compliance with laws, regulations, insurance, and safety standards.

Leadership Oversight

i. Hire, support, and evaluate senior staff (if applicable).
ii. Define roles and expectations for leadership positions.
iii. Ensure succession planning.

Committee Structure & Delegation

i. Establish committees and define mandates.
ii. Appoint committee chairs.

iii. Delegate operational responsibilities while retaining oversight.

Monitoring & Accountability

i. Receive and review reports (programs, membership, finance).
ii. Evaluate progress toward strategic goals.
iii. Hold committees, coordinators, and staff accountable.

Reputation & Community Stewardship

i. Act as ambassadors for the organization.
ii. Protect reputation and public trust.
iii. Build relationships with community partners.

Legal Authority

i. Hold ultimate legal responsibility for the organization.
ii. Ensure proper governance under applicable legislation.
iii. Approve official documents, agreements, and filings.

Boundary of Authority

i. The Board does not manage day-to-day operations.
ii. Operational duties are carried out by, coordinators, and staff.

13. CONFLICT OF INTEREST

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

The following provisions pertain to conflict of interest regarding the Board of Directors:

a) During their term of office, Board Members will openly discuss any real, potential, or perceived conflict of interest as soon as the issue arises.

b) If a Board member is not certain whether he or she is in a conflict of interest position, the matter may be brought before the Chairperson (President) for advice and guidance.

c) It is the responsibility of other Board members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Board member to raise the issue

for clarification, first with the Board member in question and then, if still unresolved, with the Chairperson (President).

d) Should there be any question or doubt about the existence of a real, potential or perceived conflict of interest, the Board shall determine, by a majority vote if a conflict exists. The Board member who is potentially in a conflict of interest will be absent from the discussion, will not attempt to personally influence the outcome, and will not vote on the issue.

e) The disclosure and decision as to whether a conflict of interest exists shall be duly recorded in the minutes of the meeting. The times that the Board member in question left and returned to the meeting shall also be recorded.

The following provisions pertain to a conflict of interest regarding the paid group facilitators or instructors:

a) A paid facilitator or instructor will be asked when interviewed if there is any disclosure regarding any real, potential or perceived conflict of interest with the members of the Board.

b) Should a group facilitator or instructor disclose any real, potential, or perceived conflict of interest, this will be brought to the Board of Directors, who shall determine, by a majority vote if a conflict exists.

c) The facilitator or instructor, who is potentially in a conflict of interest, will be absent from the discussion and will not attempt to personally influence the outcome.

d) The facilitator or instructor will be informed when the Board reaches a decision regarding the perceived conflict of interest.

14. PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of the PDSC is liable for the acts, neglects or defaults of any other Director, Officer, committee member of the PDSC or for joining in any receipt or for any loss, damage or expense happening to the PDSC through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the PDSC or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the PDSC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- complied with the Act and the PDSC articles Purposes and By-laws; and
- exercised their powers and discharged their duties in accordance with the Act

15. **FINANCE**

a) All Centre monies will be deposited in accounts held in the name of the Port Dover Seniors Centre. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

b) The fiscal year will begin on April 1 and end on March 31.

c) Financial statements will be presented at the Annual General Meeting.

d) The Board will decide who to hire as the auditor. The Board may put forward an extraordinary resolution to membership indicating an audit and /or review engagement is not needed. The extraordinary resolution requires 80% of the members who vote at the annual meeting to be approved. Without approval of the extraordinary resolution a full audit must be completed.

e) The Board will approve financial statements quarterly at the Board of Directors meetings.

f) Financial statements, or a summary of them, will be forwarded to all members at least five days before the Annual General Meeting

16. **GUEST SPEAKERS AND EXTERNAL PRESENTATIONS**

From time to time the Centre may invite guest speakers or external presenters to attend meetings or events for the purpose of sharing information, education, or resources of interest to members.

All presentations shall align with the mission and values of the Centre and shall be non-partisan in nature.

17. **PARTISAN POLITICS/RELIGION/CONTENTIOUS ISSUES**

PDSC will not endorse, recommend or support:

- Any specific religion, political party or candidate for public office, or
- Any potentially contentious issue.

Representatives of municipal, provincial or federal government may be invited to speak at meetings at the centre for the purpose of providing information relevant to program, services or issues affecting members. Such presentation shall be non-partisan in nature and shall not occur withing six (6) months preceding a scheduled election.

For full details see *PDSCPolicy Statement: Inviting Elected Representatives to the Senior Centre*

18. **DISSOLUTION**

a) A resolution to dissolve the Port Dover Seniors Centre can only be passed at an Annual or Special General Meeting through a majority vote of the membership.

b) In the event of dissolution, any assets of the PDSC that remain will be given to any one of the following:
   - another public benefit organization with a purpose similar to the Port Dover Seniors Centre
   - a registered charity
   - a government agency

19. **AMENDMENTS TO THE CONSTITUTION & BYLAWS**

a) A request for amendments to the Constitution may be submitted to the Board of Directors in writing.

b) The Board will acknowledge any such requests within 30 days. Thereafter the Board will conduct a review of the Constitution, By-Laws, and Policies & Procedures and determine, in its sole discretion, whether changes are desirable.

c) Any amendments to the Constitution and Bylaws will be prepared by the Board of Directors, or its authorized representative(s). The amendment, or repeal will be effective immediately, but it must be confirmed by your members at the next members' meeting by a vote at the next AGM or SGM, and may only be passed through agreement by majority vote of members in attendance.

_____ _____

Lee Garrett , President Date

_____ _____

Rick Weatherill, Treasurer Date

Witnessed by:

Signature: _____ _____

Date

Name: _____