

Summary of Bylaws

For exact language and complete details, please access the Bylaws directly. The document is housed within Societies Act website under Kwantlen Polytechnic University Retirees Association.

1. INTERPRETATION

Many key words are defined for clarity.

(m) “KPU Retiree” means a Person who has been employed full time or part time by KPU or one of its predecessor institutions for five (5) or more years, and who

(i) has retired from employment with KPU, as determined by KPU in its sole and reasonable discretion; or

(ii) provides proof of being in receipt of a pension resulting from their prior employment with KPU or a predecessor institution.

Note: “KPU Retiree” is specifically defined for purposes of admission to membership. This multi-part definition is applied to membership eligibility stated in Section 2.3.

2. MEMBERSHIP

All sections: The admission and eligibility of Full or Associate Membership, as well as the application, review and acceptance processes, and conditions for cessation of membership are described.

Sections 2.3 Full Membership Eligibility

A Person is eligible to be accepted as a Full Member if he or she:

- (a) Is a KPU Retiree; and
- (b) Is interested in advancing the purposes and supporting the activities of the Society.

Section 2.4 Associate Membership Eligibility

A Person is eligible to be accepted as an Associate Member if he or she:

- (a) Is fifty-five (55) years of age or older;
- (b) Is one or more of the following:
 - (i) a spouse or partner of:
 - (A) a Full Member;
 - (B) a deceased Person who was a full Member; or
 - (C) a deceased Person who would have been eligible to be a Full Member;
 - (ii) a retiree of another post-secondary institution who lives in the Greater Vancouver Regional District; or

- (iii) an employee of KPU who will become a KPU Retiree in the next 12 months: and
- (c) is interested in advancing the purposes and supporting the activities of the Society

Note: Membership eligibility may require review at a future date.

Section 2.5 The application process is described which includes submitting a completed application, payment of all fees, and providing additional information if required.

Section 2.6 A Membership Coordinator can be a Person or a committee.

Sections 2.7 to 2.12 Guidelines for acceptance of Member application, report to Board, term of membership (AGM to AGM), and renewal/cessation of membership are outlined.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

Section 3.1 All Members may attend meetings, serve on committees, and participate in programs. Full Members may make or second motions, vote, and nominate Directors.

Sections 3.2 to 3.5 Each Member must pay all dues and fees which are determined by the Board. Each Member must also comply with the constitution, bylaws, and policies of KPURA.

Section 3.6 The Board has the power to expel a Member under the terms listed in this section.

Section 3.7 KPURA income cannot be disbursed to Members.

4. MEETING OF MEMBERS

Sections 4.1 to 4.3 KPURA is required to call at least one general meeting per year (AGM), at which all Members in good standing are invited. The time and place of the AGM is determined by the Board.

Section 4.4 Additional or extraordinary meetings can be called by the Chair, by motion of the Board, or by the Members.

Sections 4.5 to 4.7 Advance notice of the place, day, and time of the meeting must be communicated between 14 and 60 days before the event and posted on the website at least 21 days before the event.

Section 18.1 Methods of communicating the AGM notice in person, by mail/courier, fax, or email are outlined in this section.

5. PROCEEDINGS AT GENERAL MEETINGS

Section 5.1 The required AGM agenda items must include the approval of the previous AGM's minutes, and financial statements, Members' proposals, election of Directors, and other business.

Section 5.2 Attendance can be extended to non-members.

Section 5.3 The AGM can be offered in-person or virtually.

Section 5.4 Quorum at a KPURA AGM is set at 10 Full Members.

Section 5.5 The meeting must be either terminated if the quorum is not met 30 minutes after the start of the meeting or can be adjourned to the same day the following week (same time and place).

Sections 5.6 to 5.10 The responsibilities of the Chair or Alternate Chair include chairing the meeting, setting procedure, and adjournment.

Section 5.11 Minutes of the meeting must be recorded.

6. VOTING BY MEMBERS

Section 6.1 All issues should be determined by a vote (Ordinary Resolution).

Section 6.2 Voting is restricted to each Full Member in good standing.

Section 6.3 Voting in person, by mail-in ballot or Electronic Means is permitted.

Section 6.4 Voting can take place by show of hands, ballot, or by electronic means.

Section 6.6 Voting by proxy is not permitted.

7. DIRECTORS

Section 7.1 The Board manages property and affairs of the Society.

Section 7.2 KPURA Directors must be free of all ineligibility statements as follows: less than 18 years of age, found by a court to be incapable of managing his or her affairs, is an undischarged bankrupt, or has a criminal conviction. A Director must be a Full Member in good standing.

Section 7.3 There can be between 3 and 7 elected or appointed Directors.

Note that the Membership voted to increase the number to 11 at the 2022 AGM (to date, not verified by the Societies Act).

Section 7.4 The proceedings of the Board are still valid if the number of Directors are less than required.

Section 7.5 There is an option of appointment of 2 additional Directors by the Board.

Section 7.6 The term of each Director is 2 years. (see more details in Bylaw text of this section)

Section 7.7 Additional 2-year terms are allowed for up to 10 consecutive years.

Section 7.8 Each Director's term expires at an AGM. An extension may be used if a successor is not yet elected.

Section 7.9 Interim Directors can be appointed mid term to replace departing Directors.

Sections 7.10 and 7.11 Rules of the removal of a Director and if there is cessation of a Director are outlined in these sections.

8. NOMINATION AND ELECTION OF DIRECTORS

Section 8.1 Nominating of a Director to the Board may be made by a Full Member in accordance with the procedure outlined in this section.

Note: simplification of the procedure may be in order at a future date.

Sections 8.2 and 8.3 Election of each Director generally happens at the AGM.

Section 8.4 If the number of nominated Directors does not exceed the stated number of Director positions on the Board, the new Directors are acclaimed.

Section 8.5 If there are more nominations than Board positions, the election procedure outlined in this section must be followed.

Section 8.6 The Board may establish additional policies and procedures as required.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

Section 9.1 The Board may act in any way if all laws affecting the Society and the Bylaws and Constitution are followed.

Section 9.2 The powers of the Board including financial and contractual arrangements and Director duties are outlined in general in this section.

Section 9.3 The Board may develop policy and procedures for managing the activities of KPURA if they are consistent with the Act, Constitution, and the Bylaws.

Sections 9.4 to 9.7 Directors are not paid except for reimbursement of expenses. Investments can also be made by the Board.

10. PROCEEDINGS OF THE BOARD

Sections 10.1 to 10.4 Guidelines for the appointment of the officers and schedule of planned and ad hoc meeting are outlined in these sections.

Section 10.5 Additional persons may be invited to Board meeting.

Section 10.6 Board meetings can be held via Electronic Means.

Section 10.7 Quorum for meetings is a simple majority of Board Directors.

Section 10.8 Directors with a direct or indirect conflict of interest when discussing contracts of transactions can attend the meeting, except when the conflict items are discussed. The Director in question cannot vote for/against these items.

Sections 10.9 to 10.11 Duties of the Chair or Alternate Chair are outlined in these sections.

Section 10.12 Minutes must be taken at each meeting.

11. DECISION MAKING AT BOARD MEETINGS

This part of the bylaws outlines the rules for passing and recording resolutions and motions.

12. OFFICERS

Section 12.1 Four officers must be appointed within the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer.

Sections 12.2 and 12.3 Officers are elected each year after the AGM.

Sections 12.4 and 12.5 Officers can be removed or replaced within the year between AGMs.

Section 12.6 Duties of the Chair include presiding at meetings and supervision of Director duties.

Section 12.7 Vice Chair assists the Chair.

Section 12.8 The Secretary notifies Directors of places, dates, and times of meetings, keeps minutes of each meeting, and keeps all records and documents. She/he also maintains the Member register and conducts correspondence.

Section 12.9 The Treasurer keeps financial records, reports, and returns, and makes these documents available to the Board when required.

Section 12.10 The Secretary and Treasurer positions can be held by one Director.

13. SENIOR MANAGERS

Senior Managers can be appointed or removed by Board Resolution.

14. INDEMNIFICATION

This part of the Bylaws outlines the indemnification of Directors under the Societies Act and guidelines for purchase of liability insurance.

15. COMMITTEES

Sections 15.1 and 15.2 Committees can be formed by the Board,

Section 15.3 Each committee must have an established term of reference.

Section 15.4 Committees may conduct meetings as required.

16. EXECUTION OF INSTRUMENTS

Section 16.1 There cannot be a corporate seal.

Sections 16.2 and 16.3 Signing officers for contracts, documents, or instruments, and cheques and banking documents must be as outlined in these sections.

17. FINANCIAL MATTERS AND REPORTING

Section 17.1 The fiscal year is the calendar year for purposes of accounting records.

Section 17.2. Financial and accounting records are maintained as required by the Act.

Sections 17.3 and 17.4 Borrowing powers by the Board are possible but can be restricted.

Sections 17.4 to 17.12 Audit guidelines are outlined in these sections.

18. NOTICE GENERALLY

Guidelines for notices to Members and/or Directors are outlined here.

19. MISCELLANEOUS

Section 19.1 Rules for Dissolution are outlined in this section. and

Section 19.2 Documents and records listed in this section must be open for inspection by a Director at any time.

Section 19.3 a Members' right to become a Member of another Society are outlined in this section.

20. BYLAWS

Basic rules of providing Member access to KPURA's Constitution and Bylaws, and altering Bylaws are outlined.