

CLUB DORVAL 55+ VOYAGEURS

GENERAL BY-LAWS – NOVEMBER 2016

1. **MISSION STATEMENT:** To improve the quality of life and the leisure time of members by organizing interesting trips.

2. **MEMBERS**

Membership shall be restricted to:

- a) A minimum of 80 % of the City of Dorval
- b) Persons fifty-five (55) years of age and over

NOTE: In cases where one spouse only is qualified, the other party shall be an associate member without the right to vote.

2.1 **Membership dues** shall become due at the Annual General Meeting in November of each year.

- a) Membership fees shall be determined annually by the Committee and approved by the members at the Annual General Meeting.
- b) Membership shall be for an individual or two (2) people living at the same address.
- c) Non-residents will be subject to a surcharge, the amount to be determined by the City of Dorval, which will be remitted to the City of Dorval.

3. **MEETINGS OF THE MEMBERS – ANNUAL GENERAL MEETING (A.G.M.)**

The A.G.M. of the members of the Corporation shall be held on such day as may be fixed by resolution of the Board of Directors upon the call of the President or in the absence of the President, by the Vice-President and upon twenty-one (21) days notice in writing to each member of the Corporation, mailed or e-mailed to his/her last known address: to receive the annual report of the directors and the audited financial report of the corporation; to elect Directors as per the list of nominees; to appoint an Auditor or Auditors for the ensuing year; if appropriate, to receive recommendations and suggestions of members or any person attending the meeting; and to transact the general business of the Corporation. The A.G.M. of the members of the Corporation shall be held no later than December 31st of each and every year.

3.1 **Special General Meeting**

Special General Meetings of the members of the Corporation may be held at any time upon the call of the President or in his/her absence by the Vice-President or at the request of the majority of the Directors or upon the request of not less than one-third of the members of the Corporation addressed to the Board of Directors. Notice of such meeting shall be given to the members in the same manner as herein provided for that of the A.G.M., which notice shall specify the nature of the business to be transacted thereafter.

3.2 Quorum

At any meeting of the members, ten per cent of the members of the Corporation shall constitute a quorum for the transaction of business and each member, excluding associate members, shall be entitled to one vote at the Annual or Special General Meetings of the Corporation.

3.3 Adjournments

If less than a quorum be in attendance at the time for which any meeting of members shall have been called, the meeting may, after the lapse of fifteen (15) minutes from the time appointed for holding the meeting, be adjourned, by the members present, or by the Directors present as the case may be, for a period not exceeding one (1) month without any notice other than by announcement at the meeting, until a quorum is present.

At any rescheduled meeting once a quorum is in attendance, any business may be transacted which might have been transacted if the meeting had been as originally called.

4. BOARD OF DIRECTORS

The Board of Directors must constitute at least 80% Dorval residents and the positions of president, vice-president, secretary and treasurer must be held by residents. The business of the Corporation shall be managed by duly appointed Directors consisting of the following whose services will not be remunerated and shall be elected at the A.G.M. of the Corporation or any Special General Meeting called for such purpose:

President

Vice-President

Secretary

Treasurer

A minimum of four (4) Directors

In addition to the above-named Directors, the Board shall include the Past-President. The Board of Directors shall be responsible for the planning and execution of all trips.

The President shall not hold office for a period exceeding two (2) consecutive terms of two (2) years.

The Board shall have full power and authority to administer and manage the affairs of the Corporation, and may from time to time appoint such committees and sub-committees from amongst the members of the Board or the membership at large at the Board's discretion and delegate to or vest the same with such powers as may be deemed advisable.

In addition to the powers and authority by these by-laws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or these by-laws required to be exercised or done by the members of the Corporation at General Meetings.

The Board may authorize and determine who shall, in the name and on behalf of the Corporation draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, cheques or undertakings for the payment of money.

When a Director is absent without valid reason for three (3) consecutive duly convened meetings, he/she may be disqualified by the Board upon resolution to this effect.

Meetings of the Board may be called by order of the Board or by the President or Vice-President of the Corporation on seven (7) days written notice to be delivered either personally, by mail, or e-mail to each member of the Board provided always that such meetings may be held at any time without notice if all the Directors be present or if all the Directors sign a written waiver of notice of the time and place of such meetings. The Board shall hold its meeting at the time and place designated by the President.

4.1 Nominating Committee

The Board appoints a nominating committee which will be comprised of a Director, a member at large in good standing, and the Past President who will act as chairperson. The committee will receive nominations, seek out nominees for each position, meet with candidates for each position, assure that those nominated are members in good standing, ensure that the candidate accept the nomination, and prepare a list of nominees for submission to the Board of Directors. The list of nominees will be closed and presented to the A.G.M. for adoption.

4.2 Quorum

Five (5) members personally present shall constitute a quorum at all meetings of the Board of Directors

The vote of at least sixty-six percent (66%) of the Directors present is required to amend or adopt any by-law of the Corporation and to present same to the membership for ratification.

4.3 Vacancies

If the office of a member of the Board of Directors shall be or becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining members of the Board, although less than a quorum, by a majority vote may elect or appoint a member of the corporation to fill such vacancy for the balance of the current year or until the next A.G.M. of the Corporation.

5. SPECIAL PROVISIONS

Notwithstanding any provisions herein,

a) All notices to members or to the Board of Directors shall also be sent to the Representative of the Director of the Leisure and Culture Department of the City of Dorval. No meeting shall be deemed to be legally convened unless the notice of such meeting has been forwarded to the Director as aforesaid.

b) A representative of the Leisure and Culture Department of the City of Dorval shall be entitled to attend all meetings of the members of the Corporation and all meetings of the Board of Directors of the Corporation and act as liaison between the Corporation and the City of Dorval. Such representative shall not have the right to vote at such meetings.

c) The Past President shall be such person who last occupied the position of President. The Past President shall have duties as the Board of Directors may determine from time to time by resolution. The Past President does not have the right to vote.

d) A copy of the audited financial statement of the Corporation shall be forwarded to the Director of the Leisure and Culture Department of the City of Dorval via the City Representative and to all members of the Board of Directors within fourteen (14) days of the close of each fiscal year.

e) A representative of the City of Dorval shall have access at all reasonable times to the books of the Corporation.

f) The Organization shall be responsible for data entries to the Department's computer to maintain up-to-date and accurate membership lists and records

g) The Corporation shall maintain liaison with other first citizen clubs in Dorval through the person appointed by the Director of the Leisure and Culture Department.

6. MAJOR EXPENDITURES

All expenses related to tours and expenses covering the purchase of assets shall require approval by a majority vote of the Directors present at a meeting.

7. PRESIDENT AND VICE-PRESIDENT

The President, and in his/her absence the Vice-President, shall preside at all meetings of the members of the Corporation and also at all meetings of its Board of Directors and shall exercise a general supervision over the affairs of the Corporation. If both the President and Vice-President be absent or decline to act, the persons present may choose someone of their number who is a member of the Board of Directors to be chairperson.

8. SECRETARY

The Secretary shall:

a) Keep the minutes of the meeting of the members of the Board of Directors in books provided for that purpose.

b) See that all notices are duly given in accordance with the provisions of the by-laws of the Corporation or as required by law, i.e. advise the members of A.G.M.

c) See that all books, reports, certificates and all other documents and records required by law are properly kept and filed.

d) Perform all duties incidental to the office of Secretary and such other duties as may be assigned to him/her by the Board of Directors.

9. TREASURER

He/she shall:

a) Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Corporation, except such as are under the control of the Secretary and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depositories as may be elected by the Board of Directors of the Corporation.

b) Submit when required by the Board of Directors a cash statement showing receipts and disbursements and such information relative to the financial position of the Corporation as the Directors may from time to time determine.

c) Render a detailed statement of the conditions of the finances of the Corporation at the regular meeting of the Board preceding the A.G.M. of members and render such other reports audited or otherwise as the Board of Directors may require.

d) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever.

e) In general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

10. DIRECTOR

He/she shall:

a) Attend Board meetings

b) Plan at least two trips a year and assist on others when necessary.

c) Attend any functions or Special Meetings planned by the Board or called by the President.

d) Assume other responsibilities as may be assigned by the Board.

11. SIGNING DOCUMENTS

The President or Vice-President, and the Secretary or Treasurer shall sign all documents and other instruments requiring execution by the Corporation unless otherwise ordered by resolution of the Board of Directors. For banking purposes, two signatures are required for all cheques. Signing officers include the Treasurer, President, Vice-President and Secretary.

12. AUDITOR

At the A.G.M. of members an auditor or auditors shall be appointed for the purpose of auditing and verifying the accounts of the Corporation. The Auditor shall not be a member of the Board of Directors.

13. FISCAL YEAR

The Board may from time to time determine the fiscal year end of the Corporation but until such time the fiscal year end of the Corporation shall be the last day of October in each year.

14. MAKING, REPEALING OR AMENDING BY-LAWS

In addition to the present by-laws the Board of Directors may from time to time make further by-laws for the regulation and management of the business and affairs of the Corporation and may likewise from time to time repeal or amend the present by-laws, but every such repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a general meeting of the members of the Corporation and by the Director of the Leisure and Culture Department, shall only have force until the next A.G.M. of the Corporation and in default of confirmation thereat, shall at and from that time cease to have force.

15. TRANSPORTATION

The corporation shall engage deluxe coaches for all trips with the possibility of hiring a less than deluxe bus for short "transportation only" trips.

16. INSURANCE

The Corporation will ensure that appropriate liability Insurance coverage exists for their volunteers.

17. TRAVEL COMPANION

The Board reserves the right to determine the requirements of a travel companion when deemed necessary.

18. TRAVEL SALES

Travel sales shall, for the first two (2) weeks of sale, be restricted to members only. If seats are available, non-members, fifty-five years of age or over, may then apply. These non-members will be subject to a surcharge of \$5.00 for day trips and \$10.00 for overnight trips.

19. PRICING

Prices for tours shall be determined according to the following formula for the bus and driver.

a) Day trips: Cost of the bus plus the driver's gratuity divided by forty (40) for a 48 seat bus and divided by forty-eight (48) for a 56 seat bus.

b) Overnight trips: Cost of bus plus driver's accommodation, (if necessary) and gratuity divided by forty (40) for a 48 seat bus and forty-eight (48) for a 56 seat bus.

Other expenses such as accommodations, meals, entry fees etc., shall be added at cost.

NOTE: Under normal circumstances, if fewer than forty (40) applications are received, the tour shall be cancelled and full refunds issued. This is subject to change at the discretion of the Board of Directors.

20. TOUR DIRECTORS

The board requires a Tour Director and an Assistant Tour Director per tour. Should there be any benefits related to the tour, they shall be distributed as follows.

a) Benefits derived solely from transportation costs, accommodation and/or complimentary meals or entry fees, shall be divided equally between all participating Board members.

b) Benefits derived from a Travel Agency, credit, or percentage refund shall be divided among all participants of the tour.

The Tour Director may receive a maximum of 10% of the applicable net benefits, the Assistant Tour Director 5% of the same benefits and all participating Board members 2% of the same benefits.

Any balance, if more than the equivalent of \$10.00 per person will be distributed equally among all participating parties of the tour; if otherwise, the balance shall revert to Corporation funds.

These monies should only be distributed upon completion of the trip.

21. REFUND POLICY

A traveler who pays for a trip organized by the Corporation may request cancellation of the trip and will receive a refund of the cost of the trip less all trip charges paid out by the Corporation on behalf of the traveler and for which the Corporation is unable to receive a reimbursement. This is subject to change at the discretion of the Board.

22. DISSOLUTION

In the event of dissolution of the Corporation and after it has paid its debts and obligations, all remaining assets shall be transferred to the City of Dorval. The Board of Directors and members will not benefit financially or otherwise from dissolution.