



## Annual General Meeting Agenda

**PARC Retirement Living: Cedar Springs**  
**3633 Mount Seymour Parkway, N Van**

**June 5, 2025, 2:30pm**

1. Welcome Members and Guests
2. Determine Quorum
3. Introduction of Board Members and Staff
4. Approval of the 2025 AGM Agenda
5. Approval of the 2024 AGM Minutes
6. President's Report
7. Financial Report - Treasurer
8. Fundraising Report
9. Bylaw Amendment
10. Election of Directors
11. New Business
12. Adjournment



**North Shore Keep Well Society  
Annual General Meeting  
June 13, 2024 3:00  
Delbrook Community Centre – Arbutus Room  
MINUTES**

**Present**

**Board Members**

Cheryl Cowan (President)	Carole Kellough
Doug Muir (Vice-President)	Afsar Paidar
Christine Miller (Secretary)	Jean Wong
Larry Taddei (Treasurer)	Peggy Ament
	Trudy Hubbard

**Regrets**

**Board Members**

John Charles  
Joe Booker  
Viktoriya Fedorchuk

**Staff**

Mary Ahmadi

A quorum was in attendance.

**1. Welcome by Chair - President - Cheryl Cowan**

- Thank you to all for attending

**2. Quorum confirmed**

**3. Agenda – approved**

**4. Minutes of last AGM – September 12, 2023, as circulated to Board**

**MOTION** to approve the Minutes – approved, subject to the comments from members in attendance who will receive them by email; objections, if any, will be reported at next AGM

Moved by Larry; Seconded by Peggy Ament

**5. Financial Report**

- Larry circulated copies of the report, summarized it and answered questions

**MOTION** that the Unaudited Year End Financial statements for the year ending March 31, 2024 and 2023 be accepted as circulated

Moved by Larry; Seconded by Trudy

## **6. President Report - Cheryl Cowan**

### **Introduction of Board**

Cheryl Cowan - President

Doug Muir - Vice President

Christine Miller - Secretary

Larry Taddei - Treasurer

Carole Kellough - Fundraising Chair

John Charles - Personnel Chair

Afsar Paidar - Programming Chair; Zoom classes instructor; coordinator of Keep Well Demo Day

Joe Brooker – Healthy Ageing Program

Trudy Hubbard – Site Coordinator at NSNH

### **And our newest Board Members**

Jean Wong

Viktoriya Fedorchuk

Peggy Ament

Question: Are there any objections to combining the Returning Board members and our New Board members within one motion to accept? – no objections

**MOTION** to approve the Board Members: the returning and newest members as a group

Moved by Doug; Seconded by Barbara London; approved unanimously

### **Introduction of Staff**

- Mary Ahmed is our Office Administrator who joined us in May 2023

- We need to consider the addition of a second staff person

## **7. Fundraising Report - Carole Kellough**

- Donations from private foundations of over \$21000 helped to sustain us this year; for \$140/month we have access to the Grant Advance database of private foundations from across Canada; we are able to select foundations that fund NPOs with our profile, and apply to them for donations.

- We have our regular supporters:

- Three North Shore municipalities
- Two North Shore Community Foundations
- PARC
- Vancouver Coastal Health
- New Horizons for Seniors Program for the Healthy Ageing Workshops

## **8. Other Business:**

- Cheryl is retiring effective June 30, 2024. She will stay on the Board as Past-President. Cheryl's years of service were acknowledged with appreciation

## **9. Next AGM - June 19, 2025; location: TBD**

## **10. Adjournment**

**MOTION** to adjourn the meeting at 3:40

Moved by Jean; Seconded by Larry

**North Shore Keep Well Society**  
**Board Resolution: Bylaw Alteration – Electronic AGM's**  
**June 5, 2025**

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WHEREAS

Part 3 of North Shore Keep Well Society's (the Society) Bylaws provides direction regarding the Society's Annual General Meeting;

AND WHEREAS

The Board of Directors considers greater clarity is required in the Bylaws regarding the ability of the Society to hold an Annual General Meeting by electronic means;

BE IT THEREFORE RESOLVED

That the Bylaws include the following revision:

Part 3 is amended by deleting Section 3.1 and adding the following in replacement therefore:

- 3.1** A general meeting must be held at the time, place, and by what means, the board determines.
- 3.11** The Board may determine, in its discretion, to hold any general meeting, in whole or in part by Electronic Means, to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and that remote participants are able to participate in a manner comparable to participants present in person.
- 3.12** Persons participating by permitted Electronic Means are deemed to be present in person at the general meeting.

**North Shore Keep Well Society**  
**Board Resolution: Bylaw Alteration – Directors Membership Status**  
**June 5, 2025**

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WHEREAS

Part 4 of North Shore Keep Well Society's (the Society) Bylaws provides direction regarding the Society's Members of the Board of Directors;

AND WHEREAS

The Board of Directors considers greater clarity is required in the Bylaws regarding the condition that all Members of the Society's Board of Directors must be members of the Society;

BE IT THEREFORE RESOLVED

That the Bylaws include the following revision:

Part 4 is amended by deleting section 4.1 and adding the following in replacement therefore:

- 4.1** The Society must have no fewer than 9 and no more than 16 directors.
- 4.11** All Society directors must be members in good standing of the North Shore Keep Well Society.

**North Shore Keep Well Society**  
**Election of Directors**  
**June 5, 2025**

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Current Board Members who are standing for re-election include:

1. Afsar Paidar
2. Carole Kellough
3. Cheryl Cowan
4. Christine Miller
5. Doug Muir
6. Jean Wong
7. Larry Taddei
8. Trudy Hubbard

Board Member standing for election by the Society members include:

1. Bev Liddle

## **Bylaws of North Shore Keep Well Society (the "Society")**

  
CAROL PREST

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time.

#### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **PART 2 – MEMBERS**

#### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

**2.2** No employee of the Society shall be eligible for membership in the Society.

#### **Duties of members**

**2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

#### **Amount of membership dues**

**2.4** The amount of the annual membership dues, if any, must be determined by the Board.

#### **Member not in good standing**

**2.5** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.6** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.7** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:



- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.7** A quorum at a general meeting is 15 voting members.

### **Lack of quorum at commencement of meeting**

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

## **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request

a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

#### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

#### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

### **PART 4 – DIRECTORS**

#### **Number of directors on Board**

**4.1** The Society must have no fewer than 9 and no more than 16 directors.

#### **Election or appointment of directors**

**4.2** Each director elected at an annual general meeting shall be elected for a term of three years.

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint directors.

#### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy on the Board.

#### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the conclusion of the next following annual general meeting of the Society.

### **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

- 6.1** The directors from among their number, at a meeting to be held immediately following the annual general meeting, shall elect or appoint to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

- 6.2** Directors who are elected or appointed to positions on the Board other than to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

**Role of vice-president**

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

**Role of secretary**

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) conducting the correspondence of the Board;
- (d) filing the annual report of the Society and making any other filings with the registrar under the Act.

**Absence of secretary from meeting**

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

**Role of treasurer**

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

**PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

**Remuneration of directors**

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 – NOTICE TO MEMBERS**

- 8.1** A notice may be given to a member, either personally, by regular or electronic mail, at the member's registered e-mail address and by posting a notice at each society program site at least 14 days before a General Meeting. Notice will also be provided on the society website.

## **PART 9 – ACCESS TO RECORDS**

- 9.1** The official records of the Society pursuant to s. 20(1) of the Act will be open to the inspection of the Members. The Board of the Society will establish procedures for the inspection of all official records. Members and other persons do not have the right to inspect any other official record of the Society, including the Director's meeting minutes and accounting records, without the Board's approval at their sole discretion.

## **PART 10 – CHARITABLE PROVISIONS/WINDING UP - DISSOLUTION**

- 10.1** Upon the dissolution or winding-up of the Society the assets remaining after all debts, costs and expenses have been paid, or provisions for payment made, shall not be distributed among the individual members but the funds remaining shall be given or transferred to such organization or organizations having similar aims, objectives or purposes as may be recognized as charitable by the minister of national revenue of Canada under the provisions of the Income tax Act of Canada. The Directors of the Society shall have sole discretion in the choice of such organization or organizations that shall receive the proceeds of the winding-up and dissolution of the Society.
- 10.2** The Society shall be a non-profit society and shall be operated without purpose of gain for its members and any income, profits, or accretions to the Society shall be used in promoting the objects and purposes of the Society.