

BENEVOLENT SOCIETY



Constitution & Bylaws

Filed and registered January 14, 1982

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SOCIETY ACT SCHEDULE "A"

TELECOMMUNICATIONS WORKERS UNION BENEVOLENT SOCIETY

CONSTITUTION

1. The name of the Society is TELECOMMUNICATIONS WORKERS UNION BENEVOLENT SOCIETY.
2. The purposes of the Society are:
 - (a) To promote the interests and well-being of the members of the Telecommunications Workers Union.
 - (b) At the discretion of the Board of Directors of the Society to give financial assistance to members of the Society and other employees of the British Columbia Telephone Company, Canadian Telephones and Supplies Limited and A.E.L. Microtel (Canada) Limited who are not in receipt of an income from their employment for any reason whatever, or who are in financial need, but such financial assistance does not include an undertaking to pay benefits or render services in the event of accident, sickness or liability, or by way of pensions or annuities, or a power to make contracts of life insurance under which more than \$400.00 may be paid to the family of the deceased member.
 - (c) To pay benefits to members of the Society upon retirement in accordance with the By-laws of the Society.

TELECOMMUNICATIONS WORKERS UNION BENEVOLENT SOCIETY

BYLAWS

1. NAME

- 1.1** The name of the Society is TELECOMMUNICATIONS WORKERS UNION BENEVOLENT SOCIETY

2. ADDRESS

- 2.1** The address of the Society shall be at 5261 Lane Street, in the City of Burnaby, in the Province of British Columbia, or such other place as may be hereafter determined.

3. DEFINITIONS

- 3.1** In these By-laws:

3.1.1 UNION means the Telecommunications Workers Union;

3.1.2 COMPANY means the British Columbia Telephone Company Limited, Canadian Telephones and Supplies Limited, and any other company under certification with the Telecommunications Workers Union.

3.1.3 DIRECTORS means the Directors of the Society for the time being.

4. MEMBERSHIP

- 4.1** Membership in the Society is limited to members in good standing of the Union.
- 4.2** Upon the incorporation of the Society, all members in good standing of the Union shall automatically become members of the Society.
- 4.3** Any member of the Society who ceases to be a member of the Union for any reason shall be deemed to have resigned from the Society.
- 4.4** No member of the Society shall cease to be a member by expulsion or any other reason except as provided for in paragraph 4.3.
- 4.5** Any member of the Society who is suspended from membership in the Union shall for the period of such suspension be deemed to be suspended from membership in the Society.
- 4.6** Every person who after the incorporation of the Society becomes a member of the Union shall automatically be a member of the Society.
- 4.7** Every member of the Society shall have the right to vote and speak at all general meetings of the Society and shall be entitled to share and enjoy all the benefits and privileges accorded to members of the Society.
- 4.8** Each member of the Society shall strictly observe these bylaws and such others as may be adopted hereafter and it shall be the duty of all members of the Society to promote the objects of the Society.
- 4.9** Each member in good standing of the Society shall be entitled to attend at and participate in the general meetings of the Society and shall have one vote. No proxies shall be allowed.

5. DUES

- 5.1** Each member shall pay to the Society as dues the sum of \$6.15 every 4 weeks and no member shall be deemed to be a member in good standing of this Society unless such dues are paid, subject to the provisions of Clause 11.5 hereof. The Society shall in respect of employees of the Company who are not members of the Union levy such sum by way of dues as may be decided by the Society from time to time and such sum shall be remitted by such employees to the Society upon notification by the Society.
- 5.2** The said dues shall be levied and collected by the Union and in that event no person shall be directly chargeable with the said dues.
- 5.3** The Secretary-Treasurer of the Society shall, upon receiving all dues, certify to the President of the Union that such dues are paid as are then owing by all members of the Society, and such employees of the Company as are referred to in paragraph 5.1. Such certificate shall be issued every month and the Society shall not be required to give any receipt to any person individually.

6. FINANCES

- 6.1** The revenue in the Society shall consist of:
(a) the said dues
(b) income from investments
(c) miscellaneous revenues.
- 6.2** All revenues of the Society shall be deposited in one of the financial institutions approved in the Trustee Act of British Columbia from time to time in force and all amendments thereto.
- 6.3** All expenditures of the Society shall be made by cheques drawn on the aforesaid account.
- 6.4** All revenue shall be received and all expenditures made by the Secretary-Treasurer who shall keep records thereof which shall be open to inspection by any member of the Society in the office thereof during business hours.
- 6.5** An audited account of all revenues and expenditures shall be presented by the Secretary-Treasurer to each regular meeting of the Board of Directors. An audited account of all revenues and expenditures, and a Balance Sheet of the Society prepared by the auditors of the Society shall be presented to the Annual General Meeting.
- 6.6** All cheques, drafts, bills of exchange and commercial papers necessary to be executed by the Society shall be signed on behalf of the Society in such manner as the Board of Directors may from time to time determine.
- 6.7** All decisions as to investment of the funds of the Society shall be made by the Board of Directors.
- 6.8** No expenditure shall be made out of the funds of the Society without the approval of the Board of Directors. The Board of Directors may approve an allotment of funds to the Secretary Treasurer of the Society for administrative purposes.
- 6.9** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide, subject to section 35 of the Society Act.
- 6.10** The members may, by Special Resolution, restrict the borrowing power of the directors, but a restriction so imposed expires at the Annual General Meeting.
- 6.11** The fiscal year of the Society shall end on the 31st day of December in each year.

7. BOARD OF DIRECTORS AND OFFICERS

- 7.1** The Board of Directors of the Society shall consist of persons who are for the time being members of the Executive Council of the Union.
- 7.2** The Officers of the Society shall consist of the following:
President
Vice-President, and
Secretary-Treasurer

- 7.3** The persons for the time being holding the office of President and Secretary-Treasurer of the Union shall hold the same offices in the Society. The Board of Directors shall elect a Vice-President at its Annual Meeting.
- 7.4** (a) The President shall be the principal operating officer of the Society and shall be responsible for executing all policies and decisions established by the Board of Directors and the General Meeting.
- (b) The President shall preside at all meetings of the Society and the Board of Directors' meetings. In his/her absence the Vice-President, or his/her appointee, will chair all meetings.
- 7.5** (a) The Secretary-Treasurer shall be the principal financial officer of the Society and shall attend all meetings of the Society, and the Board of Directors, and cause a faithful record to be kept of all proceedings, and shall issue notices of meetings.
- (b) The Secretary-Treasurer shall safeguard all contracts, books, records, monies, securities and all other properties of the Society.
- (c) The Secretary-Treasurer shall have custody of the Society Seal and cause it to be impressed upon such documents as may be required by law or the Board of Directors.
- (d) The Secretary-Treasurer shall supervise the maintenance of such membership lists as may be required by the Society and shall cause a collection of per capita dues, and any other monies due the Society.
- (e) The Secretary-Treasurer shall cause the payment of proper bills and expenses of the Society when evidenced by satisfactory statements or vouchers, by cheques signed by such persons as may be designated by the Board of Directors.
- (f) The Secretary-Treasurer shall invest the funds of the Union as instructed by the Board of Directors.
- (g) The Secretary-Treasurer shall submit the books for audit not less than once a year to auditors selected by the Society.
- (h) The Secretary-Treasurer shall perform such other duties as the Directors may prescribe.
- 7.6** The Vice-President shall perform the duties of the President in his/her absence.
- 7.7** The Board of Directors shall meet at least once every six months. A majority of the Directors actually present at each meeting of the Board shall constitute a quorum.
- 7.8** The Directors may create and appoint such Committees from their own number or from the Society for carrying out the work of the Society and they may delegate the powers of the Board of Directors to such Committees. The President shall be an ex officio member of all Committees, and shall vote only in the event of a tie.

- 7.9** (a) At each Annual Meeting of the Society an auditor or auditors shall be appointed by the Society, each of whom shall be a chartered accountant. The appointment of such auditor or auditors shall subsist until the Annual General Meeting in the year following his/her or their appointment.
- (b) The signing officers of the Society shall be the Secretary-Treasurer together with two other members of the Board of Directors appointed by the President and approved by the Board of Directors. Any two of these persons shall sign in each other's presence the cheques, drafts, bills of exchange and other commercial papers necessary to be executed by this Society.
- (c) Members of the Board of Directors including the President, Vice-President and Secretary-Treasurer shall receive no remuneration except legitimate expenses incurred while doing the business of the Society.
- (d) Any Director of the Society may be removed from office by a special resolution passed at a general meeting of the Society and another Director elected, or by ordinary resolution appointed to serve the balance of the term of office.

8. MEETINGS

- 8.1** Annual General Meetings of the Society shall be held in the month of May each calendar year on a date and at a time and place designated by the Board of Directors of the Society.
- 8.2** Extraordinary General Meetings of the Society may be held at the discretion of the Board of Directors.
- 8.3.1** Notice of the time and place of each General Meeting of the Society shall be mailed to every member at his or her last known address, postage pre-paid, at least fourteen (14) days before the date of the General Meeting.
- 8.3.2** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.
- 8.4** Ten (10) members in good standing of the Society actually present at any meeting of the Society shall constitute a quorum sufficient for the transaction of all business at such meetings.
- 8.5** All such meetings shall be conducted in accordance with Bourinot's Rules of Order and any resolution which receives in its favour a majority of the votes cast at any such meeting shall be deemed to have been passed and shall be adopted by the Society; PROVIDED, however, that no special resolution shall be deemed to have been passed unless it receives three-fourths of the votes cast.
- 8.6** Meetings of the Board of Directors may be called whenever and as often as is deemed necessary by the President and Secretary-Treasurer or whenever a demand for such meeting is made by three or more members of the Board of Directors and such meetings shall not be deemed to be regular meetings of the Board within the meaning of Clause 6.5 hereof.

- 8.7** The Board of Directors shall, if at any time and so often as it shall happen, it appears to the Secretary-Treasurer of the Society that the funds of the Society are, because of any expenditures of whatever nature or kind, likely to become less than \$10,000.00, call an Extraordinary Meeting of the Society to discuss the financial situation of the Society.

9. SEAL

- 9.1** The Seal of the Society shall be adopted by the first Board of Directors of the Society and shall be kept at the office of the Society in the custody of the Secretary-Treasurer. The Seal of the Society shall not be affixed to any documents save by the authority of a resolution of the Board of Directors of the Society and shall be affixed in the presence of any two officers of the Society.

10. MISCELLANEOUS

- 10.1** These Bylaws may only be altered or amended by a special resolution that has been included on the meeting notice for a General or Extraordinary Meeting and passed at that meeting of the Society, and shall be subject to ratification by referendum ballot of the members affected. Every such resolution shall be filed with the Registrar of Companies forthwith.
- 10.2** The Society may, by special resolution passed at a General Meeting of the Society, subscribe to and become a member of and co-operate with any other Society, whether incorporated or not, whose objects are in whole or in part similar to the objects of this Society.
- 10.3** Special resolutions must be forwarded to the Secretary-Treasurer of the Society by April 1, preceding the Annual General Meeting of the Society, or prior to the notification of an Extraordinary Meeting of the Society.

11. BENEVOLENT PAYMENTS

- 11.1** When at any time the assets of the Society exceed \$10,000.00 in value and if any of the members in good standing of the Society or other employees of the Company are not in receipt of wages from the Company for any reason whatsoever, the Directors may in their absolute discretion, by a resolution consented to by two-thirds of their number use the amount, by which the assets of the Society exceed \$10,000.00, to make such payments as they may deem necessary to such members of the Society or other employees of the Company who are not in receipt of wages from the Company for any reason whatsoever. Nothing herein contained however confers any right on any person to demand any payment from the Society.
- 11.2** Without restricting the generality of Clause 11.1 each member of the Society shall upon his/her retirement and provided he/she has been a member of the Union for at least 5 years and subject to the approval of the Board of Directors, be entitled to a retirement benefit of not more than the amount hereinafter set forth, from the funds of the Society in accordance with the following scale:
- (a) Member of the Union for at least 20 years - \$1,000.00
 - (b) Member of the Union for less than 20 years - \$50.00 for each year's membership

11.3 Upon his/her retirement from the Company, each member shall submit to the Directors of the Society within sixty (60) days after retirement date a statement showing:

(a) His/her years of service with the Company and offices of the Company from which he/she has worked.

(b) His/her years of membership in the Union.

11.4 The Directors shall within thirty (30) days after the receipt of such statement advise the member as to in which category he/she falls for retirement benefit purposes and the amount to which the member is entitled. If any dispute arises between the member and the Directors as to the member's category for retirement benefit purposes or as to the amount to which the member is entitled, such dispute shall be submitted to arbitration and the decision of the arbitrators shall be final and binding.

11.5 The Board of Directors may, on the recommendation of any Local of the Union, make an allowance of not less than \$25.00 and not more than \$400.00 in any one calendar year to any member of the Society who, in the opinion of the Board of Directors, is in distressed financial circumstances. Provided, however, the Board may in its discretion forgive the payment of dues by such members as are receiving benefits pursuant to this clause for such length of time as the Board shall in its sole discretion decide.

Dated the 7th day of January, 1981.

Filed and Registered January 14, 1982.

The names, addresses and occupations of the First Directors of the Society appointed by the subscribers to act as First Directors for a period of two (2) years from the date of incorporation: