

## SECTION 6 - OFFICERS AND STANDING COMMITTEE

1. The delegates to the General Convention elect the following officers every two years:

- President
- Vice-President
- Secretary
- Treasurer

The five Board Members shall be elected on one ballot. The Board can fill vacancies as necessary. The Board can elect any other officers and give them any authority and duties.

2. A two-thirds (2/3) majority of the Board can remove any officer by a decision at any time and for any reason. Notice must be given to all Directors of such a proposed decision with the notice of the meeting. The Directors can immediately choose another qualified person to fill the vacancy.

3. An Officer can resign by giving written notice to the President, the Secretary, or the head office of USCO. The resignation takes effect upon receipt.

4. Officers shall form an Executive Committee which has the authority to manage the affairs of USCO as directed by the Board.

5. The Board will establish Standing Committees at the first meeting following the Annual Convention and membership in those committees shall be appointed by the President. The Standing Committees shall include: Convention Committee, Resolutions Committee, Finance Committee, and the Constitution and By-Laws Committee. From time to time, the Board may establish such other committees as required with a designated mandate and time limit.

## SECTION 7 - DUTIES AND RESPONSIBILITIES OF THE OFFICERS

**President** - The President shall conduct all meetings of the Executive as well as the Annual Convention. The President shall appoint all committees. The President shall also appoint all committees for the Annual Convention, subject to the approval of the delegates and be ex-officio of all committees. The President will prepare a brief based on the Resolutions passed at the Annual Convention that will be submitted to the Provincial Government.

**Vice-President** - The Vice-President shall take charge of all meetings in the absence of the President and chair special meetings as requested by the President.

**Secretary** - The Secretary shall keep a record of all executive and special meetings and the convention.

**Treasurer** - The Treasurer shall be responsible for overseeing all financial transactions of the organization.

## SECTION 8 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Subject to the law relating to charities, the Corporation may indemnify all Directors and Officers, and their heirs and legal personal representatives, except such costs, charges or expenses as are occasioned by her/his own wilful neglect or default. This includes paying for any judgment or costs against Directors and Officers less any costs that result from failing to comply with their duties to the Corporation. The Corporation will indemnify all employees to the same extent.

2. Subject to the law relating to charities, the Corporation shall purchase and maintain such insurance for the protection of the Directors and Officers of the Corporation, as the Board from time to time determines.

## SECTION 9 - FINANCIAL PROTOCOLS

1. The Treasurer of the USCO shall be bonded in an amount which shall be determined by the Executive. The cost of such bonding shall be borne by the USCO. If the USCO employs a bookkeeper, who deals with the depositing of money and the paying of bills, the bookkeeper shall be bonded in any amount which shall be determined by the Executive. The cost shall be borne by the USCO.

2. The Banking of the Corporation shall be transacted with such chartered banks, trust companies, or other institution as may from time to time be designated by the Executive. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Executive may prescribe or authorize.

3. All cheques must be signed by two people - cheques will be signed by the Treasurer and President. If either the Treasurer or President is unable to sign, the Vice President or Bookkeeper is authorized to sign.

4. Convention Account shall be separate from the General Account. Authorized signatures are any two of Treasurer; Convention Convener; President and Bookkeeper.

5. All expenses must be received by the bookkeeper within 90 days of occurrence.

6. An audit will be conducted at any change of Treasurer.

## SECTION 10 - HEAD OFFICE

1. The Corporation may undertake to own, lease or otherwise occupy a facility that will be designated as the Head Office of the Corporation. When the Corporation has ownership of a facility, any consideration of sale and relocation must be put before the delegates at an Annual Convention/Special Meeting.

2. The Executive is empowered by the membership to employ such staffing as is necessary to maintain the operations of the Corporation.

3. The Corporation is identified as the employer but supervision of the staffing is delegated to the President who will involve the Executive where there is a need for hiring, discipline or termination as the need may arise.

## SECTION II - BOARD POWERS UNDER A DECLARED EMERGENCY

For specific emergency situations, the Board of Directors may on the basis of the need and on approved motion of the Board coordinate and implement other forms of conducting the Business of the Corporation which may include but is not limited to the following:

- Change in-person meetings to virtual meetings using teleconferencing, Zoom or other electronic technology to allow for full participation by attendees;
- Extend terms of Office for Board Members if unable to have an Annual Meeting;
- Temporarily close the Head Office if so mandated or required;
- Implement enhanced communication to members to inform of changes implemented;
- Allocate needed resources to maintain the integrity of the Corporation. In the event that this situation arises, the Board of Directors will follow the Constitution and Bylaws but where it is not possible due to the emergency, then reasonable actions will be implemented that are in keeping with the purposes of the USCO, following policies and procedures as closely as possible, and desire to maintain the principles of the organization in an effective and efficient manner.

## ARTICLE IV

### POLICY OF ORGANIZATION

- The organization shall be conducted under parliamentary rules of order (Robert's Rules of Order) and the principles of democracy.
- The United Senior Citizens of Ontario Incorporated interferes in no manner with the constitution or by-laws of any group affiliated with them.
- The fiscal year will be from July 1st to June 30th.
- Proposed amendments to the Constitution must be in the hands of the Secretary of the USCO sixty (60) days prior to the convention and must have a two-thirds (2/3) majority of the votes cast to be approved.



## CONSTITUTION AND BY-LAWS

*Revised August 2023*

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Please mail cheques or money orders to the address above and make payable to:

**United Senior Citizens of Ontario Inc.**

Affiliated with  
The National Pensioners Federation

### *Mission Statement*

The United Senior Citizens of Ontario (USCO) is registered as a non - profit, volunteer - driven organization in Ontario. The mission of the USCO is to represent the needs of seniors through unity, education, support and co-operation with member clubs and other groups to enhance the quality of life, community participation and independence of seniors.

*INCORPORATED MAY 29, 1961*

## ARTICLE I

### CONSTITUTION AND BY-LAWS

This association is non-partisan, non-sectarian and non-racial. Its object is to further the interests and promote the happiness and welfare of senior citizens in Ontario in every way possible and to provide an educational program for its membership.

## ARTICLE II

### PURPOSE OF ORGANIZATION

1. To unite for the betterment of all senior citizens in Ontario.
2. To unite and speak for all senior citizens to governmental bodies at all levels.
3. To educate and thereby consider ways and means by which senior citizens groups in general and members in particular can best serve the community in which they live.
4. To help organize and give advice to new clubs. To co-operate with other organizations whose aims and objectives are the welfare of senior citizens.
5. For the purpose of the organization, the province will be divided into the appropriate number of zones. Each zone shall have a field representative appointed by the Executive Board of the USCO and he/she shall be responsible to the Executive Board.

## ARTICLE III

### BY-LAWS

#### SECTION I - MEMBERSHIP

1. Membership in United Senior Citizens of Ontario Inc. shall consist of three classes:

##### a. Organizational (Club) Membership

Any corporation and any unincorporated association whose aims and objectives include the welfare of senior citizens and whose application for organizational membership has been accepted and who has paid the membership fee becomes a member of the Corporation. Each paid Organizational Member may send two representatives for the first 50 members in a club and add one representative for each 50 members after that, up to a total of 5 representatives that could be sent from one club to attend such meetings. Each member sent may participate in the discussion of matters properly brought before the membership on behalf of the organization and have one vote on every matter requiring a vote of the members present at the meeting. Each Organizational Member must pay an annual membership fee of an amount as determined by resolution at the Annual General Convention from time to time for each individual member of the Organizational Member.

##### b. Zone Membership

Each Zone Member will be a member of a geographic zone in the province of Ontario, as determined by the Board of Directors from time to time.

Each Zone must pay an affiliation fee of an amount as determined by resolution at the Annual General Convention from time to time.

Each Zone may send two representatives to all duly constituted membership meetings from and after the date of acceptance and such representative may attend such meetings, participate in the discussion of matters properly brought before the membership on behalf of the Zone and each representative shall have one vote on every matter requiring a vote of the members.

##### c. Individual Membership

Any person 50 years of age or over who meets the following qualifications may apply to become an individual member of the Corporation:

1. Has applied for membership on the form provided for that purpose by the Board of Directors; and
2. The application for membership is accompanied by an individual membership fee as determined by resolution at the Annual General Convention from time to time. Each individual member must pay a \$25.00 per year membership fee or \$30.00 per year for a couple. The membership fee includes a subscription to *The Voice* of the USCO. The Board shall draw names from submissions received by June 30 of each year and select two voting delegates for every group of 50 individual members to attend all duly constituted membership meetings from and after the date of acceptance during the next 12 month period, participate in the discussion of matters properly brought before the membership and each representative shall have one vote on every matter requiring a vote of the members.

##### d. Executive Membership

Each member elected or appointed to the Board of Directors and each individual recommended by a Zone and appointed by the Board of Directors as a Field Representative for the Zone, may attend such meetings from and after the date of acceptance and attend all duly constituted membership meetings from and after the date of such election or appointment, participate in the discussion of matters properly before the membership and shall have one vote on every matter requiring a vote of the members. These rights will terminate at such time that the individual ceases to function in that capacity.

#### SECTION 2 - GOVERNANCE

It is recognized that the governance of the Corporation is vested in the membership who shall elect an Executive to exercise oversight of the activities and policies of the

Corporation in the manner as established herein.

Between conventions, the Executive Board of the USCO shall be empowered to act on behalf of the USCO, subject to the general policies established by the convention delegates and with their subsequent approval.

#### SECTION 3 – MEETINGS OF THE CORPORATION

An Annual Convention shall be held at a date, time and location as determined by the Board of Directors. Each Organizational Member, Zone Member, Individual Member and Executive Member will be advised in writing of the Annual Convention in addition to the official notice in *The Voice* of the USCO at least ninety days prior to the Convention.

#### SECTION 4 - BUSINESS OF THE ANNUAL CONVENTION

1. The Annual Convention shall:

- a. Receive the annual reports of the Corporation,
  - b. Ratify by motion the activities of the Executive carried out since the previous Annual Convention,
  - c. Receive from the Treasurer a reviewed financial report,
  - d. Discuss and vote on resolutions submitted in writing by the membership to the Board of Directors if they are submitted to the Board by the submission deadline established by the Board of Directors. The Board of Directors will establish a Resolution Committee to coordinate the presentation of membership resolutions to the delegates at the Annual Convention,
  - e. Elect the Board of Directors and the Officers of USCO, who assume a two year office at the close of the Convention in which they are elected,
  - f. Transact any general business or other issues put forward for the good of the Corporation,
  - g. Receive official greetings from invited guests,
  - h. Allow informational sessions of interest to the membership as scheduled by the Convention Committee.
2. The Convention Committee shall schedule social and celebratory events as appropriate.

#### SECTION 5 - ELECTION OF THE BOARD OF DIRECTORS

1. The Board of Directors shall consist of 9 elected Representatives and one ex officio director, being the immediate past president. The ex-officio member of the Board does not vote. An Executive member can only hold one position on the Executive at a time.
2. Representatives of Organizational Members, Zones, and Individual Members may stand for election to the Board of Directors. A representative must be present at the Convention to accept the nomination except in the case of sickness or bereavement where the secretary has been notified in writing of the Representative's intention to stand for election.

3. The entire Board will be retired at each biennial convention, but Directors are eligible for re-election if they continue to meet the qualifications above.
4. As long as there is a quorum of directors, the Board shall have the authority to fill any vacancy on the Board.
5. The office of Director shall be automatically vacated:
  - a. If a Director is absent from 2 consecutive Board meetings without leave of the Board;
  - b. If a Director shall resign his or her office by delivering a written resignation to the President or Secretary of the USCO;
  - c. If he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
  - d. On death.
6. Quorum at Board meetings means 50% of the Board Members.
7. The Board of Directors shall meet every two months or as directed by the President. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.
8. The Directors may consider or transact any business either special or general at any meeting of the Board. The President shall bring forward such business as required in a pre-circulated agenda. Board Members may bring forward issues for the good of USCO for consideration at the Board Meeting.
9. If all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
10. A majority vote is needed to make a decision of the Board. Each Director is authorized to exercise one vote. If there is a tie, the decision is made in the negative. Votes will be by a show of hands, unless a Director requests a ballot or a verbal vote.
11. Directors and Officers serve without payment of any kind. However, they have the right to be paid for traveling or other expenses while acting for the Corporation, as long as the expenses are reasonable. These expenses must meet any guidelines and limits set by the Board. Owing to the charitable nature of the Corporation, Directors and Officers cannot enter into any contracts with the Corporation. Directors or officers hired by the Corporation to a paid position must resign from office.