

BYLAWS of the RIDGE MEADOWS HOSPICE SOCIETY

August 2018

Part 1 – Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- a) “address of the Society” means the address of the Society as filed from time to time with the Registrar;
- b) “Board” means the Board of Directors of this Society;
- c) “Board resolution” means:
 - (i) A resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
 - (ii) A resolution that has been submitted to all of the directors and consented to in writing by 2/3 of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- d) “constitution” means the constitution of the Society as filed with the Registrar;
- e) “Directors” means those persons who have been elected as directors or appointed as replacement directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
- f) “members” means any persons who have become members in accordance with these bylaws and have not ceased to be member, and a “member” means any one of them;
- g) “officer” means an officer of the Society elected pursuant to these bylaws;
- h) “ordinary resolution” means:
 - (i) A resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting; or
 - (ii) A resolution that has been submitted to all of the members and consented to in writing by 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society;

- i) "Society" means the Ridge Meadows Hospice Society.
 - j) "Societies Act" means the *Societies Act*, SBC 2015, c. 18 as amended from time to time; and
 - k) "special resolution" means any of the following:
 - (i) a resolution, other than a resolution described under paragraph (ii) passed at a general meeting by at least 2/3 of the votes cast by the voting members in person at the meeting; or
 - (ii) a resolution consented to in writing by all the voting members;
- 1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Societies Act on the date these bylaws become effective apply to these bylaws and the constitution.
- 1.3 Words importing the singular include the plural and vice versa, words importing the masculine include the feminine and vice versa, and words importing a person includes a group, business, society or corporation.

Part 2 – Membership

- 2.1 The members of the society are the applicants for incorporation of the society and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply for membership in the Society by making a written application to the directors.
- 2.3 Every member must uphold the constitution of the Society and comply with these bylaws.
- 2.4 The cost of annual membership fees must be determined by the directors.
- 2.5 A person ceases to be a member of the society
- a) By delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - b) On his or her death, or in the case of a corporation, on its dissolution; or
 - c) On being expelled; or
 - d) On having been a member not in good standing for 6 consecutive months.
- 2.6 A member may be expelled by a special resolution of the Board of Directors;

- (a) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at a Board of Directors meeting prior to the motion being put to a vote.
- 2.7 All members are in good standing except a member who:
- (a) has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid; or
- (b) no longer is committed to furthering the objects of the Society as set out in its constitution as determined by the Board in its sole discretion.

Part 3 – Meetings of Members

- 3.1 General meetings of the society must be held at a time and place, in accordance with the *Societies Act*, that the Board shall decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 The Board shall, when a requisition of 10% or more of the voting members of the Society is made in accordance with the provisions of the Act, convene a member's meeting for a specific purpose.
- A member proposal for specific issues must be added to the annual general meeting agenda if the proposal is signed by at least 5% of the society's voting members. The proposal must be received by the society at least seven days before notice of the AGM is sent.
 - A society's board of directors has the discretion to reject the proposal if it is substantially similar to an issue that has already been voted on at a member's meeting in the previous two years.
- 3.5 The Society shall give no less than 14 days written notice of a general meeting to its voting members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

- 3.7 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 that meeting.
- 3.8 An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 3a – Voting

- 3b. Only members in good standing in accordance with the bylaws and present at the meeting will be eligible to vote.
- 3c. New memberships must be paid 60 days prior to the Annual General Meeting to be eligible to vote at the meeting.

Part 4 – Proceedings at General Meetings

- 4.1 Special business is:
 - (a) All business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) All business conducted at an annual general meeting, except the following:
 - I. The adoption of rules of order;
 - II. The consideration of the financial statements;
 - III. The report of the directors;
 - IV. The report of the auditor, if any;
 - V. The election of directors;
 - VI. The appointment of the auditor, if required; and
 - VII. Such other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.6 Subject to bylaw 4.7, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.7 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate, to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 10 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 4.11 Any issue at a general meeting which is not required by these bylaws or the Societies Act to be decided by a special resolution shall be decided by an ordinary resolution.

- 4.12 In case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one-vote.
- 4.14 Voting shall be by show of hands recorded by the secretary of the meeting; except that, at the request of any two voting members present at the meeting, a secret vote by written ballot shall be required.
- 4.15 Voting by proxy is not permitted.
- 4.16 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 5.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a general meeting, but subject, nevertheless, to the provisions of:
 - (a) All laws affecting the society,
 - (b) These bylaws, and
 - (c) Rules, not being inconsistent with these bylaws that are made from time to time by the society in a general meeting.
- 5.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.3 The president, vice president, secretary, treasurer and one or more other person are the directors of the society.
- 5.4 The board shall consist of 9 directors or a greater number as may be determined from time to time at a General Meeting. In addition, following each annual general meeting, the immediate past president shall be invited to join the board in an ex officio non-voting capacity.
- 5.5 No person may be a director unless that person is a voting member of the Society.
 - (a) Has to be 18 or older,

- (b) Has to consent in writing to be acting as a director,
- (c) Directors can be held personally liable for misuse of their position, funds etc.

5.6 A director of the society **cannot:**

- (a) Be declared incapable by a court,
- (b) Be an undischarged bankrupt, or
- (c) have been convicted of fraud or certain other criminal offences within the last 5 years (unless they received a pardon).

These are ongoing requirements. If a director becomes disqualified, he or she must resign. It is an offence for a non-qualified person to act as director.

- 5.7 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be two (2) years, and one or more directors shall be elected to fill the unexpired portion of the two year term of a director or directors who have retired from the board in the previous year. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such director was elected. If, however, the director was elected at an extraordinary general meeting his or her term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.
- 5.8 The President, Vice President, Secretary and Treasurer shall be elected annually from amongst the Directors by the board immediately after the annual General Meeting was adjourned.
- 5.9 Separate elections must be held for each office to be filled.
- 5.10 An election may be by acclamation; otherwise it must be by ballot.
- 5.11 If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.12 After completing a consecutive term of four years, a director is not eligible for re-election until one year has expired.
- 5.13 In elections where there are more candidates than vacant positions for elected directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.14 No member shall vote for more elected directors than the number of vacant

positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

- 5.15 If during a director's term, the director ceases to be a director, then the remaining directors, may, in their sole discretion, make reasonable efforts to appoint a new director in his place. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 5.16 Each year the directors shall establish a nominating committee made up of voting members of the Society selected and voted upon by the directors. The nominating committee shall nominate sufficient candidates from the members to fill the vacancies on the Board of Directors.
- 5.17 In addition to any candidates nominated by the nominating committee, the candidates for election to the Board of Directors may be nominated by any voting member of the Society, provided such nomination is seconded by two voting members of the Society.
- 5.18 All nominations shall be submitted in writing to the Secretary of the Society no later than 14 days prior to the date fixed for the annual general meeting. The Secretary of the Society shall post the names of each candidate nominated in accordance with this bylaw together with the name of each candidate's proposers at the office of the Society no later than 10 days prior to the date fixed for the annual general meeting.
- 5.19 In the event more members are nominated than there are vacancies, ballot papers shall be prepared containing the names of all duly nominated candidates for election to the Board and each voting member of the Society shall be entitled to one ballot per member for the necessary number of candidates.
- 5.20 The voting members may by 2/3 majority vote, remove an elected director before the expiration of such director's term of office and may elect a person as a replacement director and determine the term of such replacement director.
- 5.21 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by 2/3 majority vote, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.22 No act or proceeding of the directors is invalid merely because there are less than the prescribed number of directors in office.
- 5.23 Every director shall unreservedly subscribe to and support the purposes of the Society.

5.24 A person shall immediately cease to be a director of the Society:

- (a) on holding any salaried position with the Society; or
- (b) on a vote of 2/3 of the directors after the director has been absent from three consecutive directors' meetings without a valid reason acceptable to the directors.
- (c) on a vote of 2/3 of the directors after it has been determined that the director engaged in conduct injurious to the Society. The notice of resolution for expulsion shall be delivered to the director who is the subject of the resolution for expulsion 14 days prior to the directors meeting and shall be accompanied by a brief statement of the reasons for the proposed expulsion. The director who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.
- (d) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position, as such; a director may be reimbursed for all reasonable expenses incurred by him in the performance of his duties for the society.
- (e) When a director as an individual, partner or shareholder fails to disclose his interest in a contract with the Society or fails to abstain from voting in favour of the proposed contract when it is presented to the directors for approval:

Disclosing of conflicts of interest:

Under the new Societies Act, there are expanded procedures for how conflicts of interest are managed. A conflict of interest is a situation in which someone has a duty to act in the best interests of an organization, yet they may have personal interests that conflict with that duty. For example, a board director may work at a law firm that the society is considering retaining. Or an executive director may be related to a web designer that the society is contemplating hiring. A director or senior manager is in a conflict of interest when they have a "direct or indirect material interest" in a contract or transaction with the society or a matter for consideration by the board. A "material interest" is an interest that is not insignificant and could reasonably be considered to affect a person's decision-making.

A director or senior manager who is in a conflict of interest must:

- promptly and fully disclose the conflict to the directors
- leave the room during any discussion or vote at a board meeting on the conflict matter

- refrain from any action intended to influence the discussion or vote
- in the case of a director, abstain from voting on the conflict matter

As well, societies must now keep records of any disclosures by directors or senior managers of a conflict of interest.

- 5.25 The Board shall have the power to permit and authorise temporary borrowing for such purposes as purchasing of supplies or equipment for any of the following examples: support programs, fundraising events, educational events, administration supplies or costs, Thrift Store, Staff and volunteer training or support; or for any other such purchases necessary for the purpose of furthering the purposes of the Society. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.26 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purposes of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

Part 6 – Proceedings of the Board

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 48 hours' notice of such meeting shall be sent in writing to each director or unless such meeting takes place on a Saturday, Sunday or statutory holiday in which case notice shall be given at least one (1) business day in advance of the meeting. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum at Board Meetings is a majority of the directors then in office.
- 6.3 The president is the chair of all meetings of the directors.
- 6.4 If the person presiding as chair of a meeting of the Board is not present within 30 minutes after the time appointed for the meeting or wants to step down as chair for all or part of that meeting, the Vice President shall act as Chair, or, he or she may designate an alternate to chair such meeting or portion thereof, and upon

such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

- 6.5 A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
- 6.6 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.7 A director who contemplates being or is temporarily absent from British Columbia may, by letter, fax or by email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
 - (a) no notice of meetings of the Board need be sent to that director; and
 - (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
- 6.8 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes, except as otherwise provided herein by these bylaws. In the case of a tie vote, the chair does not have a second or casting vote.
- 6.9 Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.10 Any issue at a meeting of the Board which is not required by these bylaws or the Societies Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.11 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.12 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be

deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Part 7 – Committees

- 7.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit. For the purposes of clarity, a person on a committee need not be a member of the Society.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.
- 7.4 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 7.5 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in these bylaws governing proceedings of the Board.

Part 8 - Duties of Officers

- 8.1 At the first meeting of the Board held immediately after an annual general meeting, the Board shall elect from among the directors a President who shall hold office until the first meeting of the Board held immediately after the next following annual general meeting.
- 8.2 The Board shall appoint a Vice-President, Secretary and Treasurer and may appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, and term of all officers.

- 8.3 A director may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than 2/3 of the directors present.
- 8.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect a replacement without delay.
- 8.5 The president presides and chairs all Board and director's meetings, and
- (a) is responsible for assisting other directors in the execution of their duties; and
 - (b) is to perform other duties normally associated with the office of president.
- 8.6 The Vice-President shall, in the absence of the President, chair the meeting of members and shall have such other powers and duties as prescribed from time to time by the Board.
- 8.7 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Board;
 - (b) the taking of minutes of all meetings of the Board;
 - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) the maintenance of the register of members;
 - (f) the maintenance of the register of directors; and
 - (g) conducting the correspondence of the Board.
 - (h) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 8.8 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Societies Act and the Income Tax Act; and
 - (b) making the Society's filings respecting taxes; and
 - (b) preparing and rendering of financial statement to the directors, members and others at each Board meeting or when otherwise required.
- 8.9 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 8.10 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.11 Notwithstanding the foregoing bylaws, the Board may appoint a Secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

Part 9 – Remedies

- 9.1 If a member feels the society's activities are oppressive or prejudicial to one or more of its members, they may apply to court using the oppression remedy.

Part 10 – Auditor

- 10.1 This part applies only if the society is required or has resolved to have an auditor.
- 10.2 The first auditor must be appointed by the Board who must also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting in accordance with the procedures set out in the Societies Act.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 10.6 A director or employee of the society must not be its auditor.
- 10.7 The auditor may attend general meetings.
- 10.8 The auditor shall be a person who is a member, or a partnership whose partners are members, in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountants Association of British Columbia.

Part 11 – Notice to Members

- 11.1 A notice may be given to a member, either personally or by mail or by electronic mail or by fax to him or her at the address of that person as recorded in the register of members or the register of directors.
- 11.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. In the case of notice by either electronic mail or by fax, an acknowledgment of receipt by return fax or electronic mail shall be obtained from the member.

- 11.3 A member's mailing address and/or email address as set out in the register of members shall be the mailing address and/or email address as provided by the member.
- 11.4 Notice of a general meeting must be given to:
- (a) every voting member shown on the register of members on the day notice is given, and
 - (b) the auditor, if part 9 applies.
- 11.5 The Society shall give not less than 14 days written notice of a general meeting to its voting members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 11.6 No other person is entitled to receive a notice of a general meeting.
- 11.7 Notice of the annual general meeting of the Society shall contain the list of nominees for the Board of Directors as proposed by the nominating committee, a notification to voting members that they are entitled to nominate candidates for election to fill any vacancy on the Board of Directors and the procedure to do so as set out in bylaw 5.16 through to 5.19 herein.

Part 12 – Bylaws

- 12.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society without charge.
- 12.2 These bylaws shall not be altered or added to except by special resolution.
- 12.3 All amendments to the Society's bylaws must be in compliance with the Societies Act.

Part 13 - Previously Unalterable Provisions

- 13.1 The following provision was previously unalterable:

- (a) DISSOLUTION CLAUSE – In the event the society be dissolved, any surplus funds of the society shall be given or transferred to such charitable organizations as the members shall, by special resolution determine.
- (b) Such organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada.

END OF BYLAWS

Adopted by the Ridge Meadows Hospice Society on this the day of 2018.

Signed by the officials hereunder on this the day of 2018.

President

Secretary