

**SPECIAL RESOLUTION OF THE MEMBERS**

**OF**

**NANAIMO COMMUNITY HOSPICE SOCIETY**

**(the “Society”)**

**Incorporation No. S-0016170**

**RESOLVED THAT** the Bylaws as filed with the Registrar of Companies be deleted in its entirety and replaced with the attached.

**SOCIETIES ACT**  
**NANAIMO COMMUNITY HOSPICE**  
**SOCIETY BY-LAWS**

**PART 1 - INTERPRETATION**

1. (1) In these by-laws, unless the context otherwise requires:
  - (a) "directors" means the directors of the Society from time to time;
  - (b) "*Societies Act*" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means the member's address as recorded in the register of members;
- (2) The definitions in the *Societies Act*, on the date these by-laws become effective, apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

**PART 2 – MEMBERSHIP**

3. The members of the Society are the applicants for incorporation of the Society and those persons resident in British Columbia, who subsequently become members in accordance with these bylaws, and in any case, have not ceased to be members.
4. A person nineteen (19) years of age or older or may apply for membership in the Society.
5. Every member shall uphold the constitution and comply with these by-laws.
6. The amount of the annual membership fee shall be determined by the Board of Directors of the Society.
7. The Society has the following types of membership:
  - (a) General Membership; and
  - (b) Honorary Lifetime Membership.
8. A person may apply to the Board at any time, for General Membership in the Society by providing the Board with a written request. That person becomes a general member upon acceptance of his or her or its application by the Board.

9. Honorary Lifetime Memberships may be granted by the Board of Directors to members for outstanding contributions to the objects of the Society. Honorary Lifetime members shall not be required to pay the annual membership dues.
10. A person shall cease to be a member of the Society
  - (a) by delivery of his, her or its resignation in writing to the Secretary of the Society or by mailing it or delivering it to the address of the Society, or
  - (b) on the member's death; or
  - (c) on being expelled; or
  - (d) on having not been a member in good standing for three (3) consecutive months.
11. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. All members are in good standing except a member who has failed to pay the annual membership fee or any other subscription, debt or fee owing by the member to the Society and such member is not in good standing so long as such fee, subscription or debt remains unpaid.

### **PART 3 - MEETINGS OF MEMBERS**

13. Annual and extraordinary general meetings of the Society shall be held at such time and place, as the Board of Directors decides.
14. The annual meeting shall be held once every year and not more than 15 months after holding the last preceding annual meeting.
15. The Board of Directors may, whenever they think fit, convene an extraordinary meeting.
16. (1) Notice of all meetings shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business, and shall be mailed or delivered by electronic means not less than 14 days prior to the date of the meeting.
  - (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 that meeting.

## **PART 4-PROCEEDINGS AT GENERAL MEETINGS**

17. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business that is transacted at an annual general meeting, except
    - (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 as, under these by-laws or any governing statute ought to be transacted at any annual general meeting or business which is brought under consideration by the report of the directors if the report was issued with the notice convening the meeting.
18. (1) No business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or such greater number as the members may determine at a general meeting.
19. 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, shall be terminated; but in any other case, it shall 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.
20. Subject to By-law 21, the president of the Society, or in the president's absence, the vice president, or in the absence of both, one of the other directors present as chosen by the members present, shall preside as chairperson of a general meeting.
21. 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) The president and all other directors present are unwilling to act as chairperson; the members present shall choose one of their numbers to be chairperson.
22. (1) A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 14 days or more, notice of this adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) No resolution proposed at a meeting need be seconded, and the chairperson of a meeting may move or propose a resolution;
- (2) In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
24. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, or by secret ballot.
25. Voting by proxy is not permitted.

#### **PART 5 - DIRECTORS & OFFICERS**

26. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society
  - (b) these by-laws, and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings .
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
27. (1) The president, vice-president, secretary, and treasurer shall be directors of the Society.

- (2) The Board of Directors shall consist of not more than 11 members, or such other number as may be determined from time to time by ordinary resolution.
28. (1) The term of office of a director shall normally be two (2) years.
- (2) Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.
  - (3) An election may be by acclamation; otherwise it shall be by secret ballot.
  - (4) In elections where there are more candidates than vacant positions for directors, elections shall be by secret ballot. The names of all duly nominated candidates shall be posted in a prominent place at the annual general meeting. Each member eligible to vote shall be given a ballot which shall contain blank spaces to be filled in by the member with the names of the people for whom the member is voting. The number of blank spaces shall be equal to the number of vacancies to be filled on the Board of Directors. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
  - (5) No member shall vote for more or for fewer directors than the number of vacant positions for elected directors. Any ballot on which more or fewer names are voted for than there are vacant positions shall be deemed to be void.
  - (6) A person must be a member of the Society to be eligible to be a director of the Society.
  - (7) An election of directors will be held annually, but a director may be elected to only three consecutive terms, after which time the director may stand for re-election to office following an absence from office of at least one year.
29. A director appointed pursuant to By-law 30 holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
30. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of a former director.
- (2) No act or proceedings of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  - (3) The Board of Directors may, by a majority of votes at any directors' meeting, remove a director, before the expiration of his or her term of office, if that director is absent from three or more Board meetings provided that:
    - (a) the Board sends to the director written notice of the proposed removal, and
    - (b) gives the director a reasonable opportunity to make representations to the Board respecting the reason for his or absence from such directors' meetings.
31. The members may by special resolution remove a director before the expiration of his or her term of office and may elect a successor to complete the term of office.

32. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

#### **PART 6 - PROCEEDINGS OF DIRECTORS**

33. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit;
- (2) The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be a majority of the directors then in office.
- (3) The president shall be a chairperson of all meetings of the directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present the directors present may choose one of their numbers to be chairperson at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
34. (1) The directors may delegate any, but not all, of their powers to committees which may be composed in whole or in part of such director or directors as they think fit.
- (2) In the event that a committee is partly composed of persons who are not directors, such persons shall have all of the rights and obligations of a director for all purposes relating to the business of the committee, with the exception that such persons shall not be entitled to vote at any meeting of the board of directors where the business of the committee is on the agenda of such meeting.
- (3) A committee so formed in the exercise of the power so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (4) A committee shall elect a chairperson of its meeting; but if no chairperson is elected or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairperson of the meeting.
- (5) The members of a committee may meet and adjourn as they think proper.
35. 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 new-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

36. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairperson does not have a second or casting vote.
37. A director who may be absent temporarily may send or deliver to the Society by mail or any electronic means, a waiver of notice, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- a. no notice of meetings of directors need to be sent to the director, and
  - b. any and all meetings of directors shall be valid provided a quorum of directors is present.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chairperson of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### **PART 7 - OFFICERS**

40. (1) The Society shall have a president, vice-president, secretary, and treasurer, and may have any other officers as the directors shall decide. The officers shall be elected annually by the directors from among their membership at the first regular meeting of the directors immediately following the annual general meeting of the Society in each year and shall hold office for a term of one year or until their successors are chosen.
- (2) The president shall preside at all meetings of the Society of the directors.
- (3) The president shall supervise the other officers in the execution of their duties.
41. The vice-president shall carry out the duties of the president during his absence.
42. The secretary shall:
- (a) issue notices of meetings of the Society and directors;
  - (b) keep minutes of all meetings of the Society and directors;
  - (c) have custody of all records and documents of the Society except those required to be kept by the treasurer; and
  - (d) Maintain the register of members.
43. The treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*;

- (b) Render financial statements to the directors, members and others as required.
- 44. The offices of the secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary for the meeting.

#### **PART 8 - BORROWING & INVESTMENT**

- 46. 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 and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 47. No debentures shall be issued without the sanction of a special resolution.
- 48. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

#### **PART 9 - AUDITOR**

- 49. This part applies only where the society is required or has resolved to have an auditor.
- 50. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 51. At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or his or her successor is elected at the next annual general meeting.
- 52. An auditor may be removed by ordinary resolution.
- 53. An Auditor shall be informed forthwith in writing of appointment or removal.
- 54. No director and no employee of the society shall be auditor.
- 55. The auditor may attend general meetings.

#### **PART 10-NOTICE TO MEMBERS**

- 56. A notice may be delivered to a member, either personally, by mail or by electronic means.
- 57. A notice sent by mail shall be deemed to have been given on the seventh (7<sup>th</sup>) day following that on which the notice is posted.
- 58. (1) Notice of a general meeting shall be given to:
  - (a) every member shown on the register of members on the day notice is given, and

- (b) The auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

#### **PART 11 -INDEMNIFICATION**

59. Subject to the provisions of the *Societies Act*, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.
60. Subject to the provisions of the *Societies Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any foundation or corporation controlled by it. The Board is authorized to secure such director or other person against loss arising from the undertaking of liability by granting a mortgage and/or charge on the whole or any part of the real and personal property of the Society. Any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
61. Subject to the provisions of the *Societies Act*, no director or officer from the time being of the Society shall be liable for:
- (a) the acts, neglects or defaults of any other director or officer of the Society;
  - (b) for joining in any receipt or act for conformity;
  - (c) for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society;
  - (d) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed or invested;
  - (e) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited; or
  - (f) for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto;

Unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.

62. The Society shall, to the full extent permitted by the *Societies Act*, indemnify and hold

harmless every person heretofore, now, or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.

63. Expenses incurred with respect to any claim, action, suit or proceeding against a director may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
64. The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director or officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.
65. The failure of a director or officer of the Society to comply with the provisions of the *Societies Act* or of the Constitution or By-laws shall not invalidate any indemnity to which he or she is entitled under this Part.
66. The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

#### **PART 12-BY-LAWS**

67. On being admitted to membership, each member is entitled to and the Society shall give him or her, without charge, a copy of the Constitution and By-Laws of the Society.
68. These By-Laws shall not be altered or added to except by special resolution.
69. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects. **This provision was previously unalterable;**
70. In the event of winding up or the dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to some other charitable organization, having the same aims and objects as this Society, which organization is recognized by the Department of National Revenue as being qualified as such under the provisions of the *Income Tax Act of Canada* from time to time in force. **This provision was previously unalterable.**