

Penticton & District Hospice Society
BYLAWS

PART 1 – DEFINITIONS & INTERPRETATION

Definitions

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

2. The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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 - MEMBERSHIP

Classes of Member

4. An individual signifying an interest in participating in the Penticton & District Hospice Society may, upon approval of the application by the directors and payment of the membership fee, as established from time to time by the Annual General Meeting, become a member.
5. Membership shall be of three classes: a) Honorary; b) Regular; c) Non-Voting Associate. With the exception of Class C Non-Voting Members, all membership classes shall be entitled to vote.
 - a. **Honorary Members**
The Board of Directors may from time to time select Honorary Members in recognition of their outstanding contribution to the Society. Honorary Members shall have the same privileges as Regular Members and shall not be required to pay an annual membership fee. In addition, the Society may grant ex officio director status to one or more Honorary Members from time to time.

b. **Regular Members**

The Board of Directors may approve as Regular Members all individuals interested in the objects of the Society and pursuant to Bylaw 4. Regular Members have voting privileges in the Society.

c. **Non-Voting Associate Members**

The Board of Directors may approve as Non-Voting Associate Members any individual who receives remuneration from the Society by virtue of their employment or through contracts for service. Non-Voting Associate Members are not eligible to serve as directors.

Duties of Members

6. Every member shall uphold the constitution and comply with these bylaws.
7. A person shall cease to be a member of the Society:
 - a. By delivering his/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/her death;
 - c. On being expelled;
 - d. On being a member not in good standing.

Loss of Membership

8. If the conduct of any member is negatively prejudicial to the welfare of the Society, the Board of Directors may, on receipt of a complaint in writing by any member of the Society, suspend such member from the privileges of the Society, provided that:
 - a. The executive committee holds a hearing at which the member concerned shall have the right to call witnesses and to make representations;
 - b. The member concerned shall have the right of appeal to a general meeting of the Society;
 - c. The decision made by the general meeting as to the status of the member shall be final.
9. All members are in good standing except a member who has failed to pay current annual membership fees or any other subscription or debt due and owing by the member to the Society and s/he is not in good standing so long as the debt remains unpaid.
10. A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

PART 3 - VOTING

11. Each voting member in good standing shall be entitled to cast one vote at any general meeting of the Society.
12. Voting is by a show of hands unless otherwise decided by a majority of members present at a meeting.

The show of hands may be recorded by email by the chairperson, in the case of a vote carried out in a meeting held using electronic means, and the outcome must be announced.

13. Proxy votes are not allowed.
14. All resolutions shall be decided by simple majority except resolutions requiring the Special Resolution threshold (Bylaw 63) by the Act. Member proposals and Special Business (Bylaw 21) will be dealt with as special resolutions.

PART 4 - MEETING OF MEMBERS

15. General meetings of the Society shall be held at the time and a Penticton district area location determined by the Board and in accordance with the Society Act.
16. The Annual General Meeting of the Society must be held pursuant to Section 71 of the Act (once per calendar year).
17. Fourteen (14) days' notice shall be given of all general meetings of the Society:
 - a. Such notice shall be given in writing;
 - b. Such notice shall be mailed or emailed to each member at her last address.
18. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
19. Notice of a general meeting shall specify the place, day, and hour of meeting, and in case of special business, the nature of the business, and the text of any special resolution to be submitted to the meeting pursuant to Section 78 of the Act.
20. Any member proposal submitted by the greater of 5% of the membership or five (5) members, and pursuant to Section 81 of the Act, will be included in the notice of an Annual General Meeting as a special resolution.
21. 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.
22. Members may waive notice of a general meeting pursuant to Section 78 of the Act.
23. A quorum at any general meeting shall be constituted by the lesser of 10% of members or ten (10) members in good standing, pursuant to Section 82 of the Act.
24. The directors may, when they think fit, convene an extraordinary general meeting.
25. An extraordinary general meeting of the Society shall be called by the president pursuant to Section 75 of the Act upon the receipt of a requisition by the lesser of 10% of the membership of the Society or ten (10) members, and the notice calling any such meeting shall specify the business to be brought before it.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS OF THE SOCIETY

Order of Business at General Meeting

26. The order of business at a general meeting is as follows:
 - a. confirmation of notice and quorum;
 - b. confirmation of the chair;

- c. the report of the directors to the members;
- d. the consideration of the financial statements and report of the auditor, if an annual general meeting;
- e. the consideration of the membership fee, if an Annual General Meeting;
- f. the appointment of the auditor, if required;
- g. the consideration of all special business and/or special resolutions;
- h. the consideration of business arising from the report of the directors;
- i. the election of directors.

27. Special Business is:

- a. All business at an extraordinary general meeting except the adoption of rules of order;
- b. Member proposals included in the agenda pursuant to Section 81 of the Act.

28. Election procedures (voting) at the annual general meeting shall be determined by the members present.

No Quorum Present

29. 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.

30. 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.

Selection of Chairperson for General Meeting

31. The president of the Society or the vice-president, or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.

32. If at a general meeting:

- a. there is no president, vice-president, or other director present within 15 minutes after the time appointed to hold the meeting; or
- b. the president and all the other directors present are unwilling to act as chairperson;

then the members present shall choose one of their number to be chairperson.

Electronic Participation in Meeting of Members

33. Members may participate in a general meeting by electronic means, including speaking and voting, solely at the discretion of the Board and subject to the conditions set out in Section 83 of the Act. More specifically, all members in attendance must be able to hear all of the business of the meeting.

Recess of General Meeting

34. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

35. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

36. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

PART 6 - DIRECTORS

37. The number of directors of the Society shall be ten (10), or a number to be determined at an annual general meeting, but in no event shall be less than four (4).
38. A director must both be in good standing as a member of the Society and qualify as a director pursuant to the terms of Sections 43-44 of the Act.
39. The directors of the Society shall be elected from among the members of the Society at an annual general meeting as provided herein, and pursuant to consent provisions of Section 42(4) of the Act.

Term of Office of Directors

40. The directors of the Society elected at an annual general meeting.
41. A director appointed to fill a vacancy on the Board holds office only until the end of the term of the director being replaced, and is eligible for re-election at that time.
42. No person, except the latest serving past-president and any director assuming office prior to 2011, shall serve on the Board in any capacity for longer than six (6) consecutive years
43. Directors will cease to hold office pursuant to Bylaws 28-31 inclusive and Sections 48-50 of the Act.
44. A directorship shall be terminated upon any of the following events:
- a. The director resigns in writing from his position;
 - b. The director is absent from three (3) consecutive board meeting without reasons acceptable to the board;
 - c. The director has been expelled, as provided for in Part 2 - Section 6.
45. If a director resigns his office, or otherwise ceases to hold office, the remaining directors shall endeavor to appoint a member to take the place of the former director.

Duties and Powers of Directors

46. 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 directed or required to be done by the Society in a general meeting, but subject to the provisions of:
- a. The Act and Regulations including but not restricted to Section 53 (Duties of Directors) and Section 54 and Section 56 (Disclosure of Director's Interest) of the Act ;
 - b. These bylaws ;
 - c. Rules, not being inconsistent-with these bylaws, which are made from time to time by the Society in a general meeting.
47. No director or member of the Board of Directors shall have the right to spend any of the Society's funds without the consent of the Board of Directors.

No Remuneration of Directors

48. In accordance with Section 46 (1-3) a director or officer shall not receive a fee, stipend, or salary for services rendered as a member of the Board or for participation in any activity or program under sponsorship of the Society, and shall not be an employee or a provider of contracted services for a fee, but may serve only as a volunteer receiving no remuneration other than that which may be deemed to be reasonable for out-of-pocket expenses incurred while acting for the Society on authorized business.
49. The Society will provide Directors Liability Insurance for all directors. That indemnification will be subject to the limitations in Section 65 of the Act.
50. The Board of Directors shall have custody and control of the property and assets of the Society.
51. No act or proceeding of the directors is invalid only by reasons of there being less than the prescribed number of directors in office, providing the number is never less than four (4).

Meetings of Directors

52. The directors may meet together at a place they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
53. A quorum for the transaction of business shall be a majority of the directors then in office.
54. A meeting of the Board of Directors may be convened at any time upon seven (7) days' notice by the president or shall be so called at any time upon the written request of one-third of the directors.
55. There shall be no fewer than six (6) meetings of the Board of Directors each year. Such meetings may be held using digital media at the discretion of the chair. Questions and motions arising at a meeting of the directors and committees of the directors shall be decided by a majority of votes.
56. A resolution in writing, signed by all the directors (including email signatures) and placed with the minutes of the directors is as effective as if regularly passed at a meeting of directors.
57. The chairperson may cast a vote in any decision by the directors. In the event of an equality of votes of the directors, a motion will be considered defeated.

PART 7 - COMMITTEES

58. a) The Board of Directors may delegate any, but not all, of their powers to committees.
 - b) The president, in consultation with the Board, shall have the power to constitute and set the terms of reference for committees, and shall appoint, or remove, members of such committees.
59. Chairpersons of standing committees shall be appointed from the standing committee members, in consultation with the Board president.
60. Any other committees may be appointed by the president in consultation with and approval of the Board.
61. a) Each committee shall regularly and properly maintain minutes of committee meetings and all other books and records as required by the Board of Directors. These minutes will be distributed to all directors at the next meeting of the Board.
 - b) The members of a committee shall meet and adjourn as they deem necessary.

PART 8 - OFFICERS

62. An officer must be a director and ceases to be an officer when he ceases to be a director, subject to Bylaws 28-31 and Bylaw 33.
63. The Executive Committee of the Board shall have authority in the event that the Society has not appointed an executive director, or interim authority if the executive director's position is vacated.
64. The officers of the Society shall be a president, the latest serving past-president, vicepresident, a secretary and a treasurer, and shall be elected by the Board of Directors from amongst themselves after the conclusion of the Annual General meeting.
65. Officers shall be elected to serve for one (1) year and their terms are renewable.
66. Duties of the officers are:
 - a. The president shall preside at all meetings of the Society and of the directors and shall supervise the other officers in the performance of their duties.
 - b. The vice-president shall carry out the duties of the chair in the absence of the president.
 - c. The secretary shall:
 - i. ensure that the correspondence of the Society is done;
 - ii. ensure that notices of meetings of the Society and directors are issued;
 - iii. keep minutes of all meetings of the Society and directors;
 - iv. have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - v. as necessary, have custody of the common seal of the Society;
 - vi. maintain the register of members.
 - d. The treasurer shall:
 - i. ensure that the financial records are kept, including books of account, necessary to comply with the Society Act;
 - ii. render financial statements to the directors, members, and others as required.

PART 9 – BANKING, BORROWING AND INVESTING

67. The Bank of the Society shall be determined by the directors.
68. All cheques, drafts, notes, etc., and any negotiable instruments shall be signed or endorsed in such a manner as may be determined upon from time to time by the directors but in no case shall involve the signatures of fewer than two signing officers.
69. The members may, by special resolution, approve borrowing powers of the directors, but an approval granted expires at the next annual general meeting.
70. The directors may invest the assets of the Society in a manner in which a prudent investor might invest in order to protect the value of the assets of the Society.

PART 11 - AUDIT

71. The directors shall present before the members of the Society at the annual general meeting a financial statement that shall be signed by not less than two (2) directors, or, if required, by the Society's auditor.

PART 12 - SPECIAL RESOLUTIONS AND BYLAWS

72. The majority necessary for the passing of a special resolution of the Society shall be two-thirds (2/3) of the members in good standing present at a duly constituted general meeting called for the purpose of considering the special resolution.
73. The bylaws of the Society may be altered or added to by a special resolution of the Society.
74. Written notice specifying the nature of the proposed changes in these bylaws shall be provided to each member at his/her last email address, or in the absence of an email address at his/her last mailing address at least fourteen (14) days in advance of the meeting, or as specified in Bylaw 16.

PART 13—MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS

75. The records of the Society shall be maintained, stored, and provided for inspection pursuant to the Act and subject to the restrictions of these bylaws.
76. The documents and records of the Society, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.
77. A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:
 - i. the constitution and bylaws, and any amendments thereto;
 - ii. the statement of directors and registered office of the Society;
 - iii. minutes of any general meeting, including the text of each resolution passed at the meeting;
 - iv. resolutions of the members in writing, if any;
 - v. annual financial statements relating to a past fiscal year that have been received by the members in a general meeting;
 - vi. the register of directors;
 - vii. the register of members;
 - viii. the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - ix. copies of orders made by a court, tribunal or government body in respect of the Society;
 - x. the written consents of directors to act as such; and
 - xi. the disclosure of a director or of the executive director regarding a conflict of interest.

78. Except as expressly provided by statute or law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
79. Copies of documents which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.
80. All other records of the Society required under Section 20 of the Act may be inspected by a member, or a person other than a member, solely at the discretion of the Board.
81. A member's right to inspect the register of members of the Society will be considered under section 25(3-5) of the Act. A member granted access to the register of member is limited to using that information subject to the restrictions placed by Section 25(7) of the Act.
82. The Society will impose up to a fourteen (14) day notice period for an inspection of a permitted record, and the directors shall impose reasonable restrictions on the times and place for the inspection of a record.
83. Copies of inspected records will be provided pursuant to the Act and Regulations.

PART 14 VOLUNTARY DISSOLUTION

84. In the event the Society shall be wound up or dissolved, any surplus funds of the Society shall be used for such charitable purposes as the members may, by special resolution, determine. (This provision was previously unalterable.)