

## BYLAWS OF THE CENTRAL OKANAGAN HOSPICE ASSOCIATION (the "Society")

### Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires:

**"Board"** means all of the directors acting as authorized by the Constitution and the Bylaws in managing, or supervising the management of, the activities and internal affairs of the Society and exercising the powers of the Society;

**"Constitution"** means the Constitution of the Society as required under section 10 of the Societies Act and filed with the Registrar from time to time;

**"directors"** means the directors of the Society for the time being;

**"ordinary resolution"** means either of the following:

- (i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
- (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

**"registered address"** of a member means the member's address as recorded in the register of members.

**"Regulation"** means the regulations promulgated under the Societies Act;

**"Registrar"** means the individual appointed as the Registrar of Companies under section 400 of the Business Corporations Act of British Columbia;

**"Societies Act"** means the Societies Act of British Columbia as amended from time to time or any successor statutes; from time to time in force and all amendments to it;

**"special resolution"** means either of the following:

- (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members; or
- (ii) a resolution consented to in writing by all of the voting members.

The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

2. If there is a conflict between these Bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations, as the case may be, prevail.

3. For the purposes of interpretation and construction of these Bylaws, the singular shall mean and include the plural and vice versa and any gender shall mean and include all of the genders and references to person or persons shall include a corporation or corporations or any other body corporate or incorporated entity or entities save and except where the contrary intention

appears. The titles and subtitles of these Bylaws are inserted and included for the purposes of convenience only and shall not be used in the interpretation or construction of these Bylaws.

## **Part 2 - Membership**

4. A person may apply to the directors for membership in the Society. All applications for membership shall be reviewed and considered by the Board. Upon acceptance by the Board, the person shall become a member.
5. Every member must uphold the constitution and comply with these Bylaws.
6. The amount of the annual membership dues shall be determined by the directors from time to time.
7. A person's membership in the Society terminates on the earliest to occur of the following events:
  - (a) by submitting written notice of his or her resignation to the Society;
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by either (i) a unanimous resolution of the directors; or (ii) a special resolution of the members passed at a general meeting.
 

(2) A notice of meeting sent to members in respect of a meeting where the expulsion of a member will be considered must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the expulsion must be given a reasonable opportunity to be heard at any meeting of directors or general meeting of members before a motion to expel the member is put to a vote.
9. All members are in good standing except a member who 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.

## **Part 3 - Meetings of Members**

10. General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is deemed to be an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (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.
14. 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 4 - Proceedings at General Meetings**

15. 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 directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the 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.
16. (1) Business, other than the election of a meeting chair and the adjournment or termination of meeting, must not be conducted at general meeting at a time when a quorum is not present.
- (2) If at any time during a 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.
- (3) A quorum necessary to transact business at a meeting is 20 members present in person.
17. If, at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
18. If within 30 minutes from the time appointed for a 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 for the purposes of that meeting.

19. Subject to bylaw 20, 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 meeting.
20. If at a 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 the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
21. (1) A general meeting may be adjourned from time to time and from place to place, but business must be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of the adjournment or of the business to be conducted at an adjourned general meeting.
22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair of the meeting does not have a casting or second vote in addition the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
23. (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.
24. 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.
25. A member who is not in good standing is not entitled to:
  - (a) receive notice of or attend a meeting of the Society;
  - (b) vote at a meeting of the Society; or
  - (c) receive or consent to a resolution of the members in writing, whether an ordinary resolution or a special resolution.

26. For the purpose of determining whether or not an ordinary resolution or a special resolution has passed, a member who is not in good standing is not considered to be a member.
27. Any matter to be decided by the members must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.
28. A member who is entitled to participate in, including vote, at a meeting of members may do so by telephone or other communications medium if all members participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other. Nothing in this bylaw 28 obligates the Society to take any action or provide any facility to permit or facilitate the use of any communications medium at a meeting of members. A member who participates in a meeting in a manner contemplated by this bylaw 28 is deemed for all purposes of the Societies Act and these bylaws to be present at the meeting and to have agreed to participate in that manner.

#### **Part 5 - Directors and Officers**

28. (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 Society in a general meeting, but subject, nevertheless, to
  - (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.

(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.
29. A director of the Society must be a member of the Society and shall:
  - (a) act honestly and in good faith and in the best interests of the Society; and
  - (b) exercise the care and skill of a reasonable prudent person in exercising his or her powers and performing his or her functions as a director.
30. (1) The president, vice president, past president, secretary, treasurer and one or more other persons are the directors of the Society.
 

(2) The number of directors must be 6 or a greater number but not more than 11 determined from time to time at a general meeting.

(3) A minimum of one director on the Board shall be a current active volunteer with the Society (the “**volunteer representative**”).

- (a) the volunteer representative must be on the current year's list of active volunteers with the Society's administration office for that year.
  - (b) In the event the volunteer representative ceases to be a current active volunteer with the Society while serving on the Board, the volunteer representative's position on the Board shall terminate within 30 days.
  - (c) The volunteer representative shall be elected to the Board in the same manner as any other director.
  - (e) The volunteer representative shall act as a liaison with the volunteers of the Society in concert with the Board.
31.
    - (1) In so far as possible, one-half of the directors will be elected for a two-year term at each annual general meeting in order to provide a degree of continuity.
    - (2) Directors may serve a maximum of three, two-year terms.
    - (3) Separate elections must be held for each director seat to be filled.
    - (4) An election may be by acclamation; otherwise it must be by ballot.
    - (5) If a successor is not elected, the person previously elected or appointed may continue to hold office until their successor is elected or appointed.
  32.
    - (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
    - (2) A director so appointed under bylaw 32(1) holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
    - (3) The Board from time-to-time may appoint a member as honorary director to serve for one year.
  33. The directors will appoint offices of president, vice president (who is the president elect), secretary, and treasurer, by an election among the directors to be held at the first meeting of the directors after an annual general meeting.
  34. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
  35. 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.
  36. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## Part 6 Proceedings of Directors

37. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceeding, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
38. All decisions required to be made by the Board shall be made by:
- (a) a resolution passed by a majority of the directors in attendance at a meeting of the Board when a quorum is present; or
- (b) a written resolution consented to in writing by all of the directors (a “**consent resolution**”).
- Any such resolution recorded in minutes of a meeting of the Board or consent resolution, as the case may be, will, for all purposes of the Societies Act and these Bylaws, be deemed to be the decision, act, or exercise of power of the Board made on the date indicated on such minutes, consent resolution, or instrument in writing.
39. (1) The directors may delegate any, but not all, of their powers to committees consisting of the a director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
40. 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 on their number to be the chair of the meeting.
41. The members of a committee may meet and adjourn as they think proper.
42. 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

43. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent that director, and
  - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are all valid and effective.
44. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.

#### **Part 7 – Duties of Officers**

45. (1) The president presides at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
46. The vice president must carry out the duties of the president during the president's absence.
47. The secretary is responsible to make adequate provision for the preparation and custody of the minutes of meetings of the society and directors.
48. The treasurer must:
- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
  - (b) render financial statements to the directors, members and others when required.
49. The directors may delegate executive authority to the Executive Director or management team of the Society, which shall be appointed by, and be accountable to, the directors.

#### **Part 8 - Borrowing**

50. 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 the manner they decide, and, in particular, but without limiting that power, by the issue of debentures.
51. A debenture must not be issued without the authorization of a special resolution.
52. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**Part 9 - Auditor**

- 53. At each annual general meeting the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting. For greater certainty, the Society shall not be required to appoint an auditor.
- 54. An auditor may be removed by ordinary resolution.
- 55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56. A director or employee of the Society must not be its auditor.
- 57. The auditor, if any, may attend general meetings.

**Part 10 Notices to Members**

- 58. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60. (1) Notice of a general meeting must be given to:
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor if Part 9 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

**Part 11 – Amendment**

- 61. These Bylaws may be amended only by special resolution.

**Part 12 – Provisions Moved from the Society's Pre-Transition Constitution**

- 62. In the event of the dissolution of the Society, any surplus funds shall be used for such charitable purposes as the voting members may determine.

**Part 13 Indemnification**

- 63. In this Part:
  - (a) "eligible party" means an individual who is or was a director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;
  - (b) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior

manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society:

- (i) is or may be joined as a party; or
- (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “representative”, in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

#### **Indemnities and Payment of Expenses for Eligible Proceedings**

- 64. Subject to Bylaws 72 and 73 each eligible party and eligible party’s representative shall be indemnified by the Society against all penalties to which the eligible party or the eligible party’s representative is or may be liable in respect of an eligible proceeding and after the final disposition of an eligible proceeding, the Society shall pay the expenses actually and reasonably incurred by the eligible party or the eligible party’s representative.
- 65. For greater certainty, the Society shall, to the full extent permitted by the Societies Act, indemnify and hold harmless, every eligible party and their representatives.

#### **Payment of Expenses for Eligible Proceedings in Advance**

- 66. The Society may pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding; provided always that the Society must not make such payments unless the Society first receives from the eligible party or the eligible party’s representative a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited under this Part, the eligible party or the representative will repay the amounts advanced.

#### **Indemnity for Liabilities Undertaken on Behalf of the Society**

- 67. Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any eligible party or other person who has undertaken or is about to undertake any liability on behalf of the Society or a subsidiary of the Society, and to secure such eligible party or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Board under this Bylaw shall not require approval or confirmation by the voting members.

### **Ratification by Voting Members**

68. The Board may submit any contract, act, or transaction to the voting members for approval, ratification, or confirmation and any contract, act, or transaction so approved, ratified, or confirmed by ordinary resolution (unless any different or additional requirement is imposed by the Societies Act or these Bylaws) shall be as valid and as binding upon the Society and upon all the voting members as though it had been approved, ratified, and confirmed by every voting member of the Society.

### **Eligible Party Not Liable for Other Eligible Parties**

69. Subject to the provisions of the Societies Act, no eligible party shall be liable for the acts, neglects, or defaults of any other eligible party or for joining in any receipt or act for conformity or 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 Board for or on behalf of the Society, or 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 out or invested, or 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 in the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the such eligible party's duties of office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such eligible party.

### **Application to Court**

70. The Society shall apply to the court for any approval of the court that may be required to make the indemnities herein effective and enforceable.

### **Deemed Contract and Continuation of Indemnity**

71. Each eligible party of the Society on being elected, or appointed shall be deemed to have contracted with the Society upon the terms of the indemnities set out in this Part. Such indemnities shall continue in effect with regard to actions arising out of the time that such eligible party held such office notwithstanding that such eligible party may no longer continue to hold such office.

### **Indemnities Prohibited**

72. Notwithstanding anything in these Bylaws to the contrary, the Society must not indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:
- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
  - (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

73. Notwithstanding anything in these Bylaws to the contrary, if an eligible proceeding is brought by or on behalf of the Society, or a subsidiary of the Society, the Society must not indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of the eligible proceeding unless the court, on the application of the Society, approves the indemnification or payment of expenses.

**Failure to Comply does not Invalidate Indemnity**

74. The failure of an eligible party to comply with the provisions of the Societies Act, the Constitution of the Society, or these Bylaws shall not invalidate any indemnity to which such eligible party or a representative of such eligible party is entitled under this Part.

**Insurance**

75. The Society may purchase and maintain insurance, for the benefit of an eligible party or a representative of an eligible party, against any liability incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.