



Bylaws

Part 1 – Interpretation

- 1.1 In the constitution and these bylaws,
- a) “Act” means the Society Act from time to time in force and all amendments to it,
 - b) “AGM” means an annual general meeting,
 - c) “Board” or “Board of Directors” means the Directors of the Society for the time being, acting as a body,
 - d) “director” means a director of the Society,
 - e) “general meeting” includes an AGM and a special general meeting,
 - f) “member” means a member of the Society
 - g) “registered address” means a member’s address as recorded in the register of members,
 - h) “Society” means North Okanagan Hospice Society,
 - i) “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
 - j) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - k) the singular includes the plural and vice versa, and
 - l) “persons” include corporations and associations.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws upon payment of a fee determined by the Board, but that fee must not exceed \$1.
- 1.4 The constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

- 2.1
- 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 who, in either case, have not ceased to be members.
 - 2) There are three classes of members – Voting, Associate, and Honourary Members.
 - 3) A Voting Member is any person who is 19 years of age or older.
 - 4) An Associate Member is:
 - a) an employee or contractor of the Society, or
 - b) a corporation or association that supports the goals of the Society.
 - 5) An Honourary Member is a person who has made a distinguished contribution to the Society or to hospice and palliative care, and is appointed by the Board, for life.

- 2.2 Applications for membership must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, home address, e-mail address, where applicable, and telephone number of the applicant,
 - c) in the case of an associate member that is a corporation or association, appoint an authorized representative, and
 - d) include annual membership dues.
- 2.3
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) An application for membership received 30 days or less before a general meeting must be postponed until after that meeting.
 - 4) The amount of annual membership dues must be determined by the Board and annual membership dues are due by the start of the Society's fiscal year.
 - 5) Honourary Members pay no annual membership dues.
- 2.4
- 1) Membership is not transferable.
 - 2) Membership must be renewed annually.
 - 3) The Society must send a membership renewal notice to all members annually.
- 2.5 Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws of the Society,
 - c) any rules and policies made by the Society, including procedures for its governance, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.6 A member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) death,
 - c) having been a member not in good standing for 30 days,
 - d) in the case of an associate member that is a corporation or association, on dissolution, or
 - e) being expelled.
- 2.7 A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
 - b) annual membership dues by the start of the Society's fiscal year.
- 2.8
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

- 2.9
- 1) A member may be suspended or expelled for conduct substantively prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
 - 2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:
 - a) reasonable notice of the meeting at which it will be proposed,
 - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Part 3 – Meetings of Members

- 3.1
- 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
 - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2 The Board may, when it thinks fit, convene a special general meeting.
- 3.3
- 1) The Board, on the requisition of 10% or more of the Voting Members, must convene a special general meeting without delay.
 - 2) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - a) state the purpose of the special general meeting,
 - b) be signed by the requisitionists, and
 - c) be delivered or sent by registered mail to the address of the society.
 - 3) If, within 21 days after the date of the delivery of the requisition, the directors do not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition.
 - 4) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.

Part 4 – Notice to Members

- 4.1
- 1) Notice of a general meeting must be given not less than 14 days before the meeting, in the manner permitted by the Act, and must:
 - a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and
 - b) include any special resolution to be proposed at the meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 4.2 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 it is proposed that the auditor be removed before the expiration of the auditor's term.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a member either personally, by mail, or by electronic mail to the member at the member's address or electronic mail address, as shown in the register of members. In the case of notice given by electronic mail, the member must have consented to notice in that manner.
- 4.4 A member must promptly and in writing notify the Society of any change in the member's name, home address, electronic mail address, telephone number, or authorized representative.
- 4.5 1) A notice sent by mail from the Society's business office is deemed to have been received:
- a) two days after being mailed, if to an address in North Okanagan Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by electronic mail is deemed to have been received 24 hours after being sent.

Part 5 – Proceedings at General Meetings

- 5.1 Special business is:
- a) all business at a special general meeting except the adoption of rules of order, and
 - b) all business at an AGM, except:
 - i adoption of rules of order,
 - ii the report of the Board,
 - iii consideration of the financial statements,
 - iv the report of the auditor,
 - v appointment of the auditor,
 - vi election of directors, and
 - vii the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 5.2 1) Quorum at a general meeting is three Voting Members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3 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, stands adjourned to a time and place determined by the Board but not more than 14 days later 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. Notice of a meeting adjourned under this bylaw need not be

given to members not present.

- 5.4
- 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted 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 fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
 - 3) 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.
- 5.5
- 1) The President, in the absence of the President the Vice-President, and in the absence of both the President and the Vice-President one of the other directors present, must preside as chair of a general meeting.
 - 2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or none of the directors present is willing or able to act as chair, the meeting must choose a member who is present to be chair.
- 5.6
- 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
 - 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7
- 1) Voting is by show of hands, except where otherwise required, or when a secret ballot is requested by a majority of members present, on a show of hands.
 - 2) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
 - 3) A Voting Member has the right to notice of, to attend, to speak at, and to vote at a general meeting.
 - 4) Honourary and Associate Members are entitled to notice of, to attend, and to speak at general meetings, but do not have the right to vote.
 - 5) Proxy voting is prohibited.
- 5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Bourinot's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1
- 1) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
 - a) the constitution and these bylaws, and
 - b) all laws affecting the Society.
 - 2) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.2
- 1) There must be not fewer than seven and not more than eleven directors, including the Immediate Past-President, with the number determined by ordinary resolution at the AGM.

- 2) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later.
- 3) Except for the Immediate Past-President, one half of the directors, or so near to one half as is reasonably practicable, must be elected at the AGM each year, so that at the adjournment of the AGM, one half of the directors have a remaining term of one year, and one half have a remaining term of two years.
- 4) A director, and a candidate for election as a director, must be:
 - a) a Voting Member in good standing, and
 - b) qualified to be a director of a company under section 124 of the Business Corporations Act.
- 5) Nominations for the position of director must be submitted to the Nominating Committee a minimum of 45 days before the AGM.
- 6) An election must be held, unless the number of candidates equals or is less than the number of vacancies, in which case the candidates must be declared to be elected.
- 7) Where the number of candidates is greater than the number of vacancies, each Voting Member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.
- 8) A director must not be a director for more than six consecutive years. Except for the Immediate Past-President, a director who has been a director for six consecutive years must then not be a director for two years.
- 9) The Immediate Past-President is that person who most recently was, but who no longer is, President.
- 10) Notwithstanding bylaw 6.2 (7), the Immediate Past-President continues to be a director after that person ceases to be President, if that person is willing and able to do so, but for not more than an additional two years, for a maximum of eight consecutive years. If the Immediate Past-President has been a director for six or more consecutive years at the time that person ceases to be Immediate Past-President, that person must not then be a director for two years.

6.3 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be a Voting Member in good standing,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board without the authorization of the Board.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

- 6.6
- 1) The Board may appoint a Voting Member in good standing as a director to fill a vacancy in the directors which arises other than at a general meeting.
 - 2) A director so appointed holds office only until the conclusion of the next AGM, but is eligible to be elected as a director at that meeting.

- 6.7 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:
- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
 - b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 7 – Proceedings of the Board

- 7.1
- 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
 - 2) Quorum at a meeting of the Board is a majority of directors then in office.
 - 3) A meeting of the Board may be called by the President, by the secretary on the request of three directors, or by resolution of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile transmission. Notice of a meeting of the Board must be given at least seven days before the meeting, unless notice is waived in writing by all directors.
- 7.2 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Bourinot's Rules of Order must be used.
- 7.3 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.4 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.5
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the directors, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 7.6 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

- 7.7
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee.
 - 2) A committee must conform to any rules imposed on it by the Board, may meet as it deems fit or as is required, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board that is held after it has been done.
 - 3) A person who is a member of a committee must be a member of the Society.
 - 4) The President is entitled to notice of, to attend, and to speak at meetings of all committees, but is not entitled to vote unless appointed as a member of a committee.

Part 8 – Directors’ Duties and Conflicts

- 8.1
- 1) A director must:
 - a) act honestly and in good faith and in the best interests of the Society, and
 - b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
 - 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or
 - b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 8.4
- 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:
 - a) Unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
 - b) Unless:
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

- 2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4 (1)(a) or b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a) prohibit the Society from entering into the proposed contract or transaction,
 - b) set aside the contract or transaction, or
 - c) make any order that it considers appropriate.
- 8.6
- a) An employee or contractor of the Society must not become a director for at least two years after ceasing to be an employee or contractor.
 - b) A director must not become an employee or contractor of the Society for at least two years after ceasing to be a director.

Part 9 – Officers

- 9.1
- 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary, a Treasurer, and such other officers as it deems necessary.
 - 2) The Board may at any time dismiss an elected officer and elect another director to take that person's place.
 - 3) If an elected officer ceases to hold office between AGMs, the Board must elect someone from amongst the directors to replace that officer.
 - 4) Subject to the bylaws, the Board must determine the titles, authority and responsibility of the officers.
 - 5) The Board may appoint an executive director, and determine the remuneration and terms and conditions of employment of that person.
 - 6) The executive director:
 - a) may also be titled the chief executive officer or general manager,
 - b) is entitled to notice of, to attend, to speak, but not to vote at meetings of the Board, and
 - c) is an appointed officer.
- 9.2 The President:
- a) must supervise the other officers in the execution of their duties,
 - b) must chair all meetings of the Board and all general meetings, and
 - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The Vice-President, in the President's absence, must perform the duties of the President.

- 9.4 The Secretary must:
- a) issue notices and keep minutes of meetings of the Society and the Board,
 - b) conduct the correspondence of the Society,
 - c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
 - d) have custody of the common seal of the Society, if any, and
 - e) maintain the register of members.
- 9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as secretary.
- 9.6 The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
 - b) render financial statements to the Board, members, and others when required.
- 9.7
- 1) The offices of Secretary and Treasurer may be held by one person to be known as the Secretary-Treasurer.
 - 2) The duties of the Secretary and Treasurer may in part be delegated to an employee or agent.

Part 10 – Borrowing and Investment

- 10.1
- 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
 - 2) A debenture must not be issued unless it has been approved by a special resolution.
 - 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3
- 1) The financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice.
 - 2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board.
 - 3) The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 11– Auditor

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 At each AGM the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Society can be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.