



BYLAW ALTERATION APPLICATION

BC Society • Societies Act

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Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **ALBERNI VALLEY HOSPICE SOCIETY**

Incorporation Number: S0054106

Business Number: 83571 7497 BC0001

Filed Date and Time: October 19, 2018 01:56 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: October 11, 2018

Our Society is altering a provision that was either a previously unalterable provision or a reporting society provision.

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Theresa Maxmenko, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

ALBERNI VALLEY HOSPICE SOCIETY BYLAWS

PART I: BYLAWS INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - “*Director*” means an individual who has been designated, elected, or appointed as member of the Board of Directors of the society, regardless of the title by which they are called.
 - “*Society Act*” means the *Society Act* of British Columbia in force and all amendments to it.
 - “*Registered address*” of a member means the member’s address as recorded in the register of members.
- 1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART II: MEMBERSHIP

3. The membership of the society is the applicants for the incorporation of the society. Membership also includes those persons who subsequently have become members, in accordance with these bylaws, and in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
5. A person joining the society, or a former member who again joins the society, shall not be entitled to vote at any meeting of the society which is held within one month of the date the required contribution is paid.
6. Every member must uphold the constitution and comply with these bylaws.
7. The amount of the annual membership dues must be determined by the directors at the annual general meeting of the society.
8. A person ceases to be a member of the society:
 - 8.1 by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - 8.2 on his or her death or, in the case of a corporation, on dissolution

- 8.3 on being expelled; or
 - 8.4 on having been a member not in good standing for 12 consecutive months.
9. An individual may be expelled by:
- 9.1 a special resolution of the members passed at a general meeting provided the notice of the meeting specifies that such a matter is to be placed before the members; or
 - 9.2 the individual who is subject to 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.
10. 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. The member is not in good standing so long as the debt remains unpaid.

PART III: MEETINGS OF MEMBERS

- 11. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13. The directors may, when they think fit, convene an extraordinary general meeting.
- 14. Notice of a general meeting must specify the place, day, and hour of the meeting, and in case of special business, the general nature of that business.
- 15. 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
- 16. Not less than 14 days' notice of a general meeting of the society shall be given to each member directly.
- 17. The annual general meeting of the society 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.
- 18. The fiscal year of the society shall be April 1 to March 31.

PART IV: PROCEEDINGS AT GENERAL MEETINGS

- 19. Special business (requiring a special resolution) is:
 - 19.1 all business at an extraordinary general meeting except the adoption of rules or order;

and

- 19.2 all business conducted at an annual general meeting, except the following:
- the adoption of rules or order;
 - the consideration of the financial statements;
 - the report of the directors;
 - the report of the auditor, if any;
 - the election of directors;
 - the appointment of the auditor, if required;
 - 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.
- 19.3 In all matters relating to the society, a simple majority will carry the vote other than in matters where the *Society Act* states differently.
- 19.4 In all matters relating to special resolutions a two thirds threshold vote will carry the vote
20. A quorum is 10 members present or a greater number that the members may determine at a general meeting.
21. Business, other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.
22. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
23. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
24. If the president or the vice-president of the society is not present or willing, one of the other directors present must preside as chair of a general meeting.
25. If at a general meeting the president, vice-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.
26. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
27. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote which he or she may be entitled as a member, and the proposed resolution does not pass.

28. A member in good standing present at a meeting of members is entitled to one vote.
29. Voting is by show of hands.
30. Voting by proxy is not permitted.

PART V: BOARD OF DIRECTORS

31. The affairs of the society shall be managed by a Board of Directors in which shall be vested full control of the assets and expenditures of the society. The board shall have control and management of the society and may make rules or regulations governing its operations which are not inconsistent with policies of the British Columbia government, the provisions of these bylaws or of any statute or the regulations passed thereunder.
32. The Board of Directors shall be comprised of a president, a vice-president, a secretary, a treasurer and five other members shall be elected by the society.
33. The directors shall be divided into three groups each of which shall serve for a three-year term. The terms shall be staggered so that only one group comes up for re-election or replacement each year.
34. An election may be by acclamation; otherwise it must be by ballot.
35. No person shall be eligible for election as a director for more than two consecutive terms, but can be eligible as a director at the annual general meeting following the year he ceased to be a director.
36. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
37. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
38. In the event an elected director fails to attend three consecutive meetings, or his attendance at all meetings in any calendar year drops below 75%, his term of office will be deemed terminated unless cause satisfactory to the board is presented in writing.
39. 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.
40. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

PART VI: PROCEEDINGS OF DIRECTORS

41. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - 41.1 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.
 - 41.2 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.
 - 41.3 A director may at any time (and the secretary on the request of a director must), convene a meeting of the directors.
42. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - 42.1 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.
 - 42.2 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
 - 42.3 The members of a committee may meet and adjourn as they think proper.
43. 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.
44. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of vote.
 - 44.1 In the case of a tie vote, the chair does not have a second or casting vote.
45. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
46. 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 VII: DUTIES OF OFFICERS

47. The president presides at all meetings of the society and of the directors.
- 47.1 The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
48. The vice-president must carry out the duties of the president during the president's absence.
49. The secretary must do the following:
- i) conduct the correspondence of the society;
 - ii) issue notices of meetings of the society and directors;
 - iii) keep minutes of all meetings of the society and directors;
 - iv) have custody of all ballot and documents of the society except those required to be kept by the treasurer;
 - v) have custody of the common seal of the society; and
 - vi) maintain the register of members.
50. The treasurer must:
- i) keep the financial records, including books of accounts, necessary to comply with the *Society Act*; and
 - ii) render financial statements to the directors, members, and others when required.
51. The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- 50.1 If a secretary-treasurer holds office, the total number of directors must not be less than five
52. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART VIII: BORROWING

53. 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 issues of debentures.
54. A debenture must not be issued without the authorization of a special resolution.
55. 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 IX: AUDITOR

56. This part applies only if the society is required or has resolved to have an auditor.
57. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
58. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
59. An auditor may be removed by ordinary resolution.
60. An auditor must be promptly informed in writing of the auditor's appointment or removal.
61. A director or employee of the society must not be its auditor.
62. The auditor may attend general meetings.

PART X: NOTICES TO MEMBERS OF A GENERAL MEETING

63. A notice may be given to a member either personally, by email or by mail to the member's email or the member's registered address.
 - 63.1 Notice of date, time, and location of the meeting must be given at least 14 days and not more than 60 days before the meeting
 - 63.2 Notice of the date, time and location must be published at least once in each of the 3 weeks preceding the meeting OR is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.
64. The accidental omission of notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
65. Notice of a general meeting must be given to:
 - i) every member shown on the register of members on the day notice is given;
 - ii) the auditor, if Part IX applies.
 - iii) no other person is entitled to receive a notice of a general meeting.

PART XI: BYLAWS

66. On being admitted to membership, each member is entitled to, and the society must give the

member without charge, a copy of the constitution and bylaws of the society.

67. These bylaws must not be altered or added to except by special resolution.

PART XII: RESTRICTED ACTIVITIES

68. The society shall be operated without purpose of gain for its members and any profits to the society shall be used for promoting its purposes.

PART XIII: DISSOLUTION OF THE SOCIETY

69. Upon winding up or dissolution of the society, and after payment of all costs or other debts of the society, the remaining assets shall be distributed to a charitable organization in Canada registered as a charitable organization under the Income Tax Act of Canada. (See Societies Act Part 10: Liquidation, Dissolution, and Restoration)

Revised October 11, 2018 Passed at Special Resolution Meeting October 11, 2018