



Chilliwack  
**Hospice**  
Society

# Bylaws

Updated July 12, 2017

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SCHEDULE B  
SOCIETY ACT  
BYLAWS OF CHILLIWACK HOSPICE SOCIETY

**ARTICLE 1 - NAME AND OBJECTIVES**

**1.1 Name**

The name of this organization shall be Chilliwack Hospice Society (the “Society”).

**1.2 Objectives**

The purposes of the Society are:

- a) To lessen the suffering, loneliness and grief of patients/families dealing with life-threatening illness through the provision of trained, screened and compassionate hospice volunteers in the District of Chilliwack.
- b) To provide information/education to professionals, the public, and families on the hospice philosophy of holistic comfort care for dying individuals/families and the underlying principles of hospice care that life is affirmed and death is regarded as a normal process of life.
- c) To promote public awareness of the Society and its work in order to obtain financial support to carry out its purposes.

**1.3 Meeting Place**

The usual place of meeting shall be within that area of British Columbia known as the City of Chilliwack.

**1.4 Candidate not for Public Office**

The Society shall be non-sectional and non-sectarian and shall not give its support to any candidate for public office.

**ARTICLE 2 - INTERPRETATION**

**2.1 Headings**

The headings contained in these By-laws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these By-laws.

**2.2 Definitions**

In these By-laws, unless there is something in the subject or context inconsistent therewith:

- a) “Society Act” means the Society Act of the Province of British Columbia, and includes all amendments thereto and regulations, if any, made pursuant to the Act;
- b) “Society” means “Chilliwack Hospice Society”;

- c) "Term" means the time between the Annual General Meeting and the next Annual General Meeting;
- d) The "Board" means the Board of Directors of the Society;
- e) "Director" or "Directors" mean a director of, or the Board of Directors of the Society;
- f) "Member" or "Members" means a member or members of the Society in good standing;
- g) "In Good Standing" means having a valid and up to date membership with the Society. Membership dues are not to be left outstanding and therefore resulting in a void membership.
- h) "Quorum" means there is three (3) of the Board's current Directors present, or a greater number that the Directors may determine at a General Meeting;
- i) "General Meeting" means the meeting of the Directors via face to face, tele-conference, web-cam, email, or Skype;
- j) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws;
- k) Words importing the singular include the plural and vice versa; and words importing a male or female person includes a natural person and corporation.

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 Eligibility of Persons**

Any person with an expressed interest in the principles of this Society may apply for membership.

### **3.2 Applications**

Application for membership shall be in the form and shall provide such information as the Directors may require.

### **3.3 Memberships**

Application for membership in the Society shall be accepted upon the approval of the Directors and payment of the membership fee.

### **3.4 Notice of Resignation**

Any Member of the Society who intends to retire or to resign his or her membership may do so at any time. A Member who resigns after the membership fee has been paid shall not be entitled to a refund.

### **3.5 Dues**

The basis for and amount of annual dues payable by Members shall be determined annually by the Board of Directors.

### **3.6 Failure to Pay Dues**

The Board may remove from the roll of Members the name of any enrolled Member failing to pay his or her dues within three (3) months of the date on which they fall due after notice in writing from the Society. Upon such action by the Board, all privileges of membership shall be cancelled.

### **3.7 Conduct**

Every member shall uphold the constitution and comply with these By-laws.

### **3.8 Expulsion of Members by the Membership**

A member may be expelled as follows:

- a) A member may be expelled by a special resolution of the members passed at a general meeting;
- b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

## **ARTICLE 4 – DIRECTORS**

### **4.1 Number of directors**

The Society must have a board of directors consisting of the number of directors consisting of a minimum number of seven (7).

### **4.2 Election or appointment of directors**

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint a board of directors.

### **4.3 Directors may fill casual vacancy on board**

The directors may at any time, by directors' resolution, appoint a member as a director to fill a vacancy that arises on the board of directors as a result of the resignation, death or incapacity of a director during the director's term of office.

### **4.4 Term of appointment of director filling casual vacancy**

A director appointed under Bylaw 4.3 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.



#### **4.5 Remuneration of directors**

A director or officer must not be remunerated for being a director, but a director may receive remuneration for services provided to the Society in another capacity.

#### **4.6 Disclosure of Interest of Director**

A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the *Society Act*.

#### **4.7 Removal of Directors or Officers by Membership**

- a) The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.
- b) The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- c) The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote

### **ARTICLE 5 – PROCEEDINGS OF DIRECTORS**

#### **5.1 Directors' meetings**

Any director may at any time convene a directors' meeting. The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

#### **5.2 Conduct of meetings**

The directors may regulate their meetings and proceedings as they think fit.

#### **5.3 Quorum of directors**

The directors may from time to time set the quorum necessary to conduct the business of the directors, and, if not so set, the quorum is a majority of the directors.

#### **5.4 How matters decided**

Matters arising at a directors' meeting must be decided by majority vote, and, in the case of a tie vote, the chair does not have a casting or second vote.

#### **5.5 Committees of directors**

The directors may appoint one or more committees consisting of the directors that they consider appropriate and may delegate to a committee so appointed any of the directors' powers, except:



- a) the power to fill vacancies under Bylaw 4.3, and
- b) The power to appoint or remove senior managers.

## **5.6 Committee meetings**

A committee of directors established under Bylaw 5.5 may regulate its meetings and proceedings as it thinks fit.

## **5.7 Obligations of committee**

A committee of directors established under Bylaw 5.5, in the exercise of the powers delegated to it, must:

- a) conform to any rules imposed on the committee by the directors, and
- b) Report every act and or thing done in the exercise of those powers to the earliest directors' meeting held after the act or thing has been done.

# **ARTICLE 6- POSITIONS OF DIRECTORS**

## **6.1 Election or appointment to positions**

A Director must be elected or appointed to the following positions:

- a) president;
- b) vice president;
- c) secretary; and
- d) Treasurer.

## **6.2 Director may hold more than one position**

A director may hold more than one position described in Bylaw 6.1.

## **6.3 Appointment of directors at large**

Directors who are elected or appointed to positions in addition to those referred to in Bylaw 6.1 are elected or appointed as directors at large.

## **6.4 Role of president**

The president is the chair of the board of directors and is responsible for supervising the other directors in the execution of their duties.

## **6.5 Role of vice president**

The vice president is the vice chair of the board of directors and is responsible for carrying out the duties of the president if the president is absent or unable to act.

## **6.6 Role of secretary**

- a) The secretary is responsible for the following:
  - i. issuing notices of general meetings and directors' meetings;
  - ii. taking minutes of general meetings and directors' meetings;
  - iii. Ensuring that the records the Society are kept in accordance with the Act.
- b) The secretary may, with the approval of the Directors, cause his or her duties or any part thereof to be carried out by a person who the Directors may approve and all such duties carried out by such person shall have the force and effect as if carried out by the secretary.

## **6.7 Absence of secretary from meeting**

In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **6.8 Role of treasurer**

- a) The treasurer is responsible for the following:
  - i. the overseeing and monitoring of the accounting records in respect of all of the Society's financial transactions;
  - ii. The preparation of the Society's financial statements.
- b) The treasurer may, with the approval of the Directors, cause his or her duties or any part thereof to be carried out by a person who the Directors may approve and all such duties carried out by such person shall have the force and effect as if carried out by the treasurer.

## **6.9 Corporate Seal**

The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution or if no persons are specified, in the presence of the president and secretary.

# **ARTICLE 7 – PROTECTION OF MEMBERS OF THE BOARD**

## **7.1 Acting in Good Faith**

Every Member of the Board in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **7.2 Exemption from Liability**

No Member of the Board shall be liable for the acts, omissions or defaults of any other Member of the Board or for any loss, damage or expense to the Society, or for any other loss, damage or misfortune which may happen in the execution of his or her duties as a Member of the Board or in relation to them.

## **7.3 Indemnification**

The Society shall indemnify and save harmless a Member of the Board, or a former member of the Board, and his or her respective heirs and legal representatives, from and against all costs, liabilities and expenses (including without limitation legal costs on a solicitor and client basis) which may be incurred by reason of being or having been a Member of the Board if:

- a) He or she acted honestly and in good faith with a view to the best interests of the Society; and
- b) He or she had reasonable grounds, for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.

## **7.4 Insurance**

The Society may purchase and maintain insurance for the benefit of any Member of the Board, or former Member of the Board, against such liabilities and in such amounts as the Board may determine from time to time.

# **ARTICLE 8 – ELECTIONS**

## **8.1 Directors**

At each Annual General Meeting of the Society such number of Directors shall be elected as may be required to fill any vacancy among the Directors for a term of two (2) years. Thereafter, as the term of each elected director expires, a successor shall be elected by the Society at its Annual General Meeting to serve for a term of two years, to a maximum of six (6) consecutive years.

## **8.2 Officers**

At each Annual General Meeting of the Society, the President, Vice-President, Secretary, Treasurer, shall be elected.

## **8.3 Nominating Committee**

The Directors shall appoint each year a Nominating Committee to be headed by the Immediate Past President and to be comprised of no less than two (2) Members in addition to the Immediate Past-President. The Nominating Committee shall receive nominations for the vacancies of Directors to be filled at the Annual General Meeting of the Society.



Nominations received or proposed by the Nominating Committee shall be delivered to the Secretary thirty (30) days prior to the Annual General Meeting.

#### **8.4 List of Nominees**

The Secretary shall prepare a list to be presented at the Annual General Meeting of the Society of all those persons who are eligible for election and who have been duly nominated for election as a Director or Officer.

#### **8.5 Voting**

The Member receiving the greatest number of votes for elections to an office shall be declared elected to that office and members receiving the greatest number of votes for election as Directors shall be declared elected until all vacancies to be filled at the Annual General Meeting of the Society have been filled. Where there is only one (1) nomination for a particular office, the person nominated shall be declared elected by acclamation. Where the number of members nominated for Directors is equal to or less than the number of vacancies to be filled, the Members nominated for election as a Director shall be declared elected by acclamation.

### **ARTICLE 9 – MEETINGS**

#### **9.1 Time and place of meeting**

A general meeting must be held at the time and place that the directors determine.

#### **9.2 Ordinary business**

At a general meeting, the following business is ordinary business:

- a) adoption or rules of order;
- b) consideration of the financial statement of the Society;
- c) consideration of the auditor's report, if any;
- d) consideration of the directors' report on the financial statements, and any other directors' reports to the members;
- e) consideration of a resolution that proposes to increase the number of directors;
- f) the election or appointment of directors;
- g) The appointment of an auditor, if the Society is required to have an auditor.

#### **9.3 Notice of special business**

A notice of a general meeting must state the nature of any business, other than ordinary business to be transacted at the meeting in sufficient detail to permit a member to receiving the notice to form a reasoned judgement concerning that business.



#### **9.4 Chair of meeting**

The following individual must preside as the chair of a general meeting:

- a) the president of the Society;
- b) the vice-president of the Society, if the president is unwilling or unable to preside as the chair;
- c) One of the other directors present at the meeting, if the president and vice-president are unwilling or unable to preside as the chair.

#### **9.5 Alternate chair of meeting**

If, at a general meeting:

- a) there is no director present within 15 minutes from the time set for holding the meeting, or
- b) None of the directors present is willing and able to preside as the chair of the meeting; the members who are present must elect one of those members to preside as the chair.

#### **9.6 Quorum required**

No business other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be conducted at a general meeting when a quorum of voting members is not present.

#### **9.7 Lack of quorum at commencement of meeting**

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of member, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members present constitute a quorum for that meeting.

#### **9.8 If quorum ceases to be present**

If at any time during a general meeting there ceases to be a quorum of voting member present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **9.9 Adjournments by chair**

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be conducted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **9.10 Notice of continuation of adjourned general meeting**

It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **9.11 Order of business at general meeting**

The order of business at a general meeting is as follows:

- a) elect a person to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting:
  - i. Receive the directors' report on the financial statement of the Society for the previous financial year, and the auditor's report, if any, on those statements.
  - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting, and
  - iii. elect or appoint directors;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) Terminate the meeting.

## **9.12 Resolution need not be seconded**

A resolution proposed at a general meeting need not be seconded.

## **9.13 Chair may propose resolutions**

The chair of a general meeting may propose a resolution.

**9.14 Chair has no casting or second vote**

The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

**9.15 Methods of voting**

At a general meeting, voting must be by show of hands except that if, before or after any vote by show of hands, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

**9.16 Announcement of result**

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**9.17 Proxy voting**

Voting by proxy is not permitted.

**9.18 Board Meetings**

The Board shall meet from time to time, a minimum of six (6) times per year and as may be necessary to carry on the business of the Society.

**9.19 Keeping of Minutes (Books)**

Minutes of the proceedings of all General and Board Meetings shall be entered in books to be kept for that purpose. The entry of such minutes may be signed by such person or persons as may from time to time be designated by the Board. The Society will maintain the minutes in accordance with the Society Act.

**9.20 Notice of Meetings**

- a) General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
- b) Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.
- c) The Directors may, whenever they think fit, convene an extraordinary general meeting.
- d) Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
- e) 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.



## **ARTICLE 10 – BY-LAWS**

### **10.1 Creation or Amendment of By-Laws**

- a) These By-laws may be made, replaced or amended by a majority of the Members of the Society present at any General Meeting, notice of such proposal having been given in writing by one Member and seconded by another Member at a previous General Meeting, and duly entered as a minute to the meeting of the Society. Such By-laws shall be binding on all Members, Officers and all other persons lawfully under its control and shall come into force on the date approved at a General Meeting.
- b) With the adoption of these By-laws, all former By-laws are hereby repealed.

## **ARTICLE 11 – AUDITORS**

### **11.1 Appointment of Accountants**

An Auditor or Auditors shall be appointed by the Members present at the Annual General Meeting and shall conduct a review engagement of the books and accounts of the Society once in each year. The auditor shall be a qualified professional, e.g. Certified Accountant or Certified General Accountant. The review engagement shall be presented by the Auditor at each Annual General Meeting. If the Auditor is unable to attend the Treasurer shall present the report.

## **ARTICLE 12- INSPECTION BY MEMBERS**

### **12.1 Subject to the *Personal Information Protection Act*:**

- a) The books and records of the society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the directors.
- b) Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a director.

### **12.2 Copy of Bylaws and Constitution Available**

After being admitted, a member is entitled to a hard copy of the Constitution and By-laws upon paying the sum of \$1.00. If the Constitution and By-laws are available in electronic format, the member is entitled to an electronic a copy of the Constitution and By-laws at no cost.

## **ARTICLE 13- BORROWING**

### **13.1 Borrowing**

- a) 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.

- b) A debenture must not be issued without the authorization of a special resolution.
- c) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **ARTICLE 14 – DISSOLUTION**

### **14.1 Dissolution and Disposal of Assets**

- a) All unused gaming funds, together with assets purchased with gaming funds that that are in form easily transferred, shall be distributed to the Minister of Finance of the Province of British Columbia.
- b) All other assets of the Society remaining after the satisfaction of all debts and liabilities shall be paid or transferred to an organization designated by the members, that is resident in British Columbia, has a charitable purpose similar to that of the Society and is a registered charity as that term is defined in the income Tax Act, Canada.