


T.K. SPARKS

BYLAWS
OF THE
PEACE ARCH HOSPICE SOCIETY

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PART 1 – DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time

“Board” means the directors of the Society

“Bylaws” means these Bylaws as altered from time to time.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

2.1 Membership in the Society shall be limited to persons committed to furthering the purposes of the Society set out in its Constitution and to complying with its bylaws.

2.2 A person may apply for membership in the Society and, upon payment of membership dues, shall be a member.

2.3 Any change to the annual membership dues shall be approved by the members at the annual general meeting of the Society.

2.4 The membership of a person in the Society is not transferable.

2.5 A member may resign from the Society by delivering their resignation in writing to the Secretary of the Society or delivering it to the registered address of the Society.

2.6 A member is in good standing as long as they pay their current annual membership fee or any other subscription or debt due and owing by them to the Society.

2.7 A life membership may be recommended by the Board and granted at the discretion of the members by ordinary resolution at a general meeting.

2.8 A life member shall:

2.8.1 pay no membership dues

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- 2.8.2 be considered in good standing.
- 2.9 A member may be expelled by a special resolution of the members passed at a general meeting.
 - 2.9.1 A member who is the subject of a proposed expulsion shall receive notice of a special resolution for expulsion.
 - 2.9.2 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 2.9.3 The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.10 A person shall immediately cease to be a member of the Society:
 - 2.10.1 upon the date which is the later of the date of delivering their resignation in writing to the Secretary of the Society or to the registered address of the Society and the effective date of the resignation stated therein, or
 - 2.10.2 upon their death; or in the case of a corporation on dissolution, or
 - 2.10.3 on being expelled, or
 - 2.10.4 on having been a member not in good standing for 6 months.

PART 3 – MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the Act, as the Board shall decide.
- 3.2 Every general meeting other than an annual general meeting is a special general meeting.
- 3.3 The Board may, when it thinks fit, or if so requested by 10% of the members of the Society shall, convene a special general meeting.
- 3.4 Members may propose an addition to the agenda of a general meeting by making a proposal that has received the consent of 5% of voting members, in accordance with the provisions of the Act.
- 3.5 The Society shall give not less than 30 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting shall specify date, time and location of the meeting and shall include the text of any special resolution to be submitted to the meeting.

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- 3.7 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 notices does not invalidate the proceedings of that meeting.
- 3.8 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 receiving the notice to form a reasoned judgment concerning that business.
- 3.9 An annual general meeting shall be held at least once in every calendar year.

PART 4 – PROCEEDINGS AT A GENERAL MEETING

- 4.1 At a general meeting, the following business is ordinary business:
 - 4.1.1 the adoption of rules of order
 - 4.1.2 consideration of any financial statements presented to the meeting
 - 4.1.3 consideration of the reports, if any, of the directors and auditor
 - 4.1.4 the election of directors
 - 4.1.5 the appointment of an auditor, if any, and
 - 4.1.6 business arising out of a report of the directors not requiring the passing of a special resolution.
- 4.2 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum at a general meeting is ten percent (10%) of the members shown on the register of members on the day notice is given.
- 4.5 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, shall be terminated; but in any other case, it shall 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 shall constitute a quorum.
- 4.6 The President of the Society shall, unless a Board resolution appoints another person, chair all general meetings but if at any general meeting the President, the Vice-President, or any other

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director is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair that meeting.

- 4.7 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the members present at such meeting, he or she may preside as chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 It is not necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 All resolutions proposed at a general meeting must be seconded. The person chairing such a meeting may not move or propose a resolution.
- 4.11 Any issue at a general meeting which is not required by these Bylaws or the Act to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.12 A member in good standing on the date that notice of a general meeting is given and who is present at a general meeting is entitled to one vote.
- 4.13 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, the person chairing shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.14 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 4.15 Voting by proxy is not permitted.
- 4.16 Members are not entitled to participate in a general meeting by telephone or other communications medium.
- 4.17 A resolution in writing which is identified as an ordinary resolution and has been submitted to all members and is signed by a minimum of two thirds (2/3rds) of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as

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an ordinary resolution passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing.

- 4.18 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution.

PART 5 – DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The number of directors shall be such number, not being less than seven or more than eleven, as may be determined from time to time by ordinary resolution of the Board.
- 5.4 All directors shall be members of the Society and shall give prior written consent to be elected or appointed.
- 5.5 All directors shall be elected at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 The terms of office of directors shall normally be two (2) years. However, the members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than two years, the length of such term to be determined by the members at their discretion. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such director was elected. If, however, the director was appointed by the Board or elected at a special general meeting their term of office shall be deemed to have commenced at the close of the annual general meeting next following such appointment or special general meeting.
- 5.7 Half of the directors shall be elected each year:
- 5.7.1 at least one and not more than four of the other directors shall be elected in even years.
- 5.7.2 at least two and not more than four directors shall be elected in odd years.
- 5.8 Directors may be elected to a maximum of three consecutive terms.

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- 5.9 In elections where there are more candidates than vacant positions for directors, elections shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.10 No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.11 The first year of the term of each director shall be deemed to terminate at the close of the next general meeting of the Society.
- 5.12 Each director shall be required to wholeheartedly accept, adopt and subscribe in writing to the purposes and principles set out in the Constitution of the Society.
- 5.13 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which their term expires, but if no successor is elected and the result is that the number of directors would fall below seven, the person previously elected as director shall continue to hold office until such time as a successor director is elected.
- 5.14 The directors, by board resolution passed by a 2/3rds majority, or the members, by special resolution, may remove a director before the expiration of such director's term of office and may by ordinary resolution elect or appoint a replacement director and determine the term of such replacement director.
 - 5.14.1 A director who is the subject of a proposed removal shall receive notice of a resolution for removal.
 - 5.14.2 The notice of resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
 - 5.14.3 The person who is the subject of the proposed removal shall be given an opportunity to be heard before the resolution is put to a vote.
- 5.15 Notwithstanding the foregoing Bylaws, if a director ceases to hold office during their term, the Board may appoint a person as a replacement director to take the place of such director until the term of the position expires.
- 5.16 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.17 A person shall immediately cease to be a director of the Society:

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- 5.17.1 upon the date which is the later of the date of delivering their resignation in writing to the Secretary of the Society or to the registered address of the Society and the effective date of the resignation stated therein, or
 - 5.17.2 upon their death, or
 - 5.17.3 upon being removed by a resolution.
- 5.18 Directors shall not receive any remuneration for being a director, nor directly or indirectly receive any profit from their position as such. Subject to the Act, they may receive remuneration for services provided to the Society in another capacity. By resolution of the Board, reasonable expenses may be reimbursed for their attendance at each regular or special meeting of the Board or for other expenses incurred by them in the performance of their duties.
- 5.19 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.20 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.21 In investing the funds of the Society, the Board may make any investments which in its opinion are prudent. Subject to the provisions of the Act, a director shall not be liable for any loss which may result from any such investment.

PART 6 – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.2 The Board may from time fix the quorum necessary to transact business, and unless so fixed the quorum shall be 50% plus 1 of the directors in office at the time when the meeting convenes.

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- 6.3 The President of the Society shall, unless a Board resolution appoints another person, chair all meetings of the Board, but if at any Board meeting the President or such alternate person appointed by a Board resolution is not present within 30 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Vice-President shall act as chair, but if neither is present, the directors present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 Any two directors may at any time, and the Secretary on the request of any two directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 6.7 A director who is entitled to do one or both of participate in and vote at a meeting of directors or of a committee of directors may participate or vote, as the case may be,
 - 6.7.1 in person
 - 6.7.2 by telephone or other communications medium if all directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
- 6.8 A director who participates in a meeting in a manner contemplated by section 6.7 is deemed for all purposes of the Act and the bylaws to be present at the meeting.
- 6.9 No resolution proposed at a meeting of the Board need be seconded. The person chairing a meeting may move or propose a resolution.
- 6.10 Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.11 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

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- 6.12 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.13 A board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolutions may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolutions shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 6.14 A director who contemplates being or is temporarily absent from British Columbia may, by letter, facsimile or email, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:
- 6.14.1 no notices of meetings of the Board need to be sent to that director, and
- 6.14.2 any and all meetings of the Board, notices of which have not been given to that director shall, if a quorum is present, be valid and effective.
- 6.15 The Executive Director shall attend and participate in the transaction of business at board meetings in a reporting and advisory fashion but shall not have the right to vote.

PART 7 – DUTIES OF DIRECTORS

- 7.1 The directors must manage, or supervise the management of, the activities and internal affairs of the Society.
- 7.2 Should the President or any other director for any reason not be able to complete their term, the Board shall elect a replacement without delay.
- 7.3 The President shall:
- 7.3.1 preside at all meetings of the Society and of the directors
- 7.3.2 supervise the other officers in the execution of their duties, and
- 7.3.3 on behalf of the Board, supervise the Executive Director.
- 7.4 The Vice-President shall carry out the duties of the President during their absence.
- 7.5 The Secretary shall be responsible for ensuring the necessary arrangements are made for:
- 7.5.1 the issuance of notices of meetings of the Society and Board

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- 7.5.2 the keeping of minutes of general meetings of the members of the Society and of meetings of the Board
 - 7.5.3 the maintenance of the register of members, and
 - 7.5.4 the conduct of the correspondence of the Society.
- 7.6 The Treasurer shall be responsible for ensuring the necessary arrangements are made for:
- 7.6.1 the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*, and
 - 7.6.2 the rendering of financial statements to the directors, members and others when required.
- 7.7 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 7.8 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 7.9 Notwithstanding the foregoing Bylaws, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 8 – COMMITTEES

- 8.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.
- 8.2 The Board shall appoint the chairs of committees.
- 8.3 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 8.4 The members of a committee may meet and adjourn as they think proper, and meetings of committees shall be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

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- 8.5 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred to it by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified period of time only. Upon completion of the earlier of the specified period of time or the task for which the special committee was appointed, it shall be automatically dissolved.

PART 9 – BORROWING

- 9.1 In order to carry out the purposes of the Society and subject to 9.2 the Board may, on behalf of and in the name of the Society, borrow money and issue debt obligations as it deems appropriate.
- 9.2 Any third party debt obligation that exceeds 50% of the Society's total Net Assets as reflected by the total fund balances shown on the most recently reviewed annual financial statements shall require authorization by special resolution.

PART 10 – AUDITOR

- 10.1 This part shall be applied only where the Society is required or has resolved to have an auditor.
- 10.2 The Board shall fill any vacancy occurring in the office of auditor.
- 10.3 At each general meeting, the Society shall appoint an auditor to hold office until they are reappointed, or their successor is appointed at the next annual general meeting in accordance with the procedures set out in the Act.
- 10.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Act.
- 10.5 An auditor shall be promptly informed in writing of their appointment or removal.
- 10.6 No director or employee of the Society shall be the auditor.
- 10.7 The auditor may attend general meetings.

PART 11 – NOTICES

- 11.1 A notice may be given to a member, either personally, by mail, by electronic mail or by facsimile to the member at the member's registered address, e-mail address or facsimile number as recorded in the Society's register of members.
- 11.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. In the case of notice by either electronic mail or facsimile, an acknowledgement of receipt of the email or record of transaction of the facsimile shall be obtained.
- 11.3 Notice of a general meeting shall be given only to:
- 11.3.1 every member shown on the register of members on the day notice is given, and
 - 11.3.2 the auditor.

PART 12 – MISCELLANEOUS

- 12.1 Access to records shall be restricted to members in good standing. Such records shall be limited to accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society and those records defined as accessible in the Act but shall not include minutes of In Camera directors' meetings.
- 12.2 Any meeting of the Board or any committee may also be held by conference call or similar communications equipment or device so long as all persons participating in the meeting can hear and respond to one another.
- 12.3 The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

PART 13 – INDEMNIFICATION

13.1 The provisions of the Act will apply.

PART 14 – BYLAWS

14.1 On being admitted to membership, each member is entitled to, and upon request, the Society shall provide them with a copy of the Constitution and Bylaws of the Society.

14.2 These Bylaws shall not be altered or added to except by special resolution.

14.3 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be distributed to a charitable organization (or organizations) registered under the provision of the Income Tax Act of Canada, carrying on work of a similar nature, which shall be designated by the Board of Directors.

14.4 The Society will be carried on without purpose of gain for its members and any profits or other accretions to the Society will be used to promote its purpose.

14.5 Provisions in Articles 14.3 and 14.4 were previously unalterable.

Dated this 15th day of June, 2017.

Revised this 12th day of September, 2018.

Revised this 30th day of August, 2022.