

Form 10

SOCIETY ACT

COPY OF RESOLUTION

Certificate of Incorporation
No. S-0020896

B.C. Hospice/Palliative Care Association

The following is a copy of a special resolution passed in accordance with the bylaws of the Society at its annual general meeting on the 10th day of May, 2003.

“RESOLVED that the bylaws of the society be rescinded, and replaced with the following:

BYLAWS

Part 1 - Interpretation

1.1 In the constitution and these bylaws,

- a) “the Society” means B.C. Hospice/Palliative Care Association,
- b) “Directors” means the directors of the Society for the time being, acting as a body,
- c) “Act” means the Society Act,
- d) “member” means a member of the Society,
- e) “AGM” means an annual general meeting,
- f) “general meeting” includes an AGM and a special general meeting,
- g) “registered address” means a member’s address as recorded in the register of members,
- h) the singular includes the plural and vice versa, and
- i) persons include associations, organizations and corporations.

1.2 The constitution and these bylaws can only be changed by special resolution.

1.3 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.4 On being admitted to membership, each member is entitled to, and the Society must on request give the member without charge, a copy of the constitution and these bylaws.

Part 2 - Membership

2.1 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.

- 2.2
- 1) There are three classes of member, active, affiliate, and honorary life.
 - 2) Active members are individuals who subscribe to the Society's constitution, and associations, organizations and corporations which provide hospice or palliative care services.
 - 3) Affiliate members are associations, organizations and corporations which subscribe to the Society's constitution, but which do not provide hospice or palliative care services.
 - 4) Honorary life members are
 - a) individuals who have made an outstanding contribution to the Society or to hospice or palliative care services in British Columbia, or both, and
 - b) all Past-Presidents of the Society, after they cease to hold the office of Past-President.

An honorary life member elected pursuant to 2.2(4)(a) need not be or have been a member of the Society, and must be elected by resolution of the Directors.

- 2.3
- 1) An application for membership must
 - a) be in writing and in a form approved by the Directors,
 - b) include the full name, address, and telephone number of the applicant,
 - c) be made to and is subject to the approval of the Directors, or of a committee or person appointed by the Directors for that purpose, and
 - d) include any membership dues which are payable.
 - 2) The Directors may in their sole discretion
 - a) accept, postpone or refuse an application for membership, and
 - b) determine the class of member an applicant is eligible for.

- 2.4
- 1) Annual membership dues for active and associate members, and the date for their payment, must be set at the AGM.
 - 2) Honorary life members pay no membership dues.

2.5 Membership is not transferable.

- 2.6
- 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 Directors.

- 2.7
- A person ceases to be a member on
- a) delivering a written resignation to the Society,
 - b) death or, in the case of a member which is an association, organization or a corporation, on dissolution,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.

- 2.8
- A member becomes a member not in good standing on failing to pay
- a) annual membership dues by or before the time set for their payment, or
 - b) a debt due and owing to the Society.

- 2.9
- 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) The 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.

Part 3 - Meetings of Members

3.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Directors decide.

3.2 An AGM must be held at least once in every calendar year, not more than 15 months after the last preceding AGM.

3.3 Every general meeting, other than an AGM, is a special general meeting.

3.4 The Directors may, when they think fit, convene a special general meeting.

- 3.5
- 1) The Directors, on the requisition of 10% or more of the sum of all active and honorary life 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.

- 3.6
- 1) Notice of a general meeting must
 - a) be given as required by the Act,
 - b) 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.

Part 4 - Proceedings at General Meetings

- 4.1 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) consideration of the financial statements,
- iii) the report of the Directors,
- iv) the report of the auditor,
- v) appointment of the auditor, and
- vi) 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 Directors issued with the notice convening the meeting.

- 4.2
- 1) Quorum is 10% of the sum of all active members in good standing and honorary life members present, but must be not less than three such members present.
 - 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.

4.3 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, it stands adjourned to the same weekday 14 days later, 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. No notice of a meeting adjourned under this section need be given to members not present.

- 4.4
- 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.

4.5 In case of an equality of votes, 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 proposed resolution is defeated.

- 4.6
- 1) The President, the President-Elect, or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
 - 2) If at a general meeting there is no President, President-Elect, or other Director present within 15 minutes after the time appointed for holding the meeting, or all those Directors present are unwilling or unable to act as Chair, the members present must choose a member who is present to be Chair.

- 4.7
- 1) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.

- 2) Each active member in good standing, and each honorary life member, present at a general meeting is entitled to one vote.
- 3) An affiliate member cannot vote at a general meeting, but is entitled to notice of the meeting, to attend the meeting, and to speak.
- 4) An active member which is an association, organization or corporation may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a general meeting. An authorized representative must be appointed in writing by the member.

- 4.8
- 1) An active member in good standing, or an honorary life member, may appoint another such member to act and vote as the member's proxy at a general meeting.
 - 2) No member can hold more than five proxies.
 - 3) The instrument appointing a proxy must be in the following form, or in any other form that the Directors approve:

*I, _____, of _____,
 hereby appoint _____, of _____
 _____, as my proxy to vote for me and on my behalf at the general meeting
 of the B.C. Hospice/Palliative Care Association on the _day of _____
 _____, 20_____, and at any adjournment thereof.*

*Signed at _____ this _____ day of _____, 20
 _____.*

-
- 4) A proxy must be delivered to the Secretary-Treasurer at least 15 minutes before the time appointed for the meeting.

4.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Robert's Rules of Order (Newly Revised) must be used.

Part 5 - Directors and Officers

- 5.1
 - 1) The Directors 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,
 - b) all laws affecting the Society, and
 - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Society in general meeting.
 - 2) No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

- 5.2
 - 1) The number of Directors must be determined by ordinary resolution at the AGM, but must not be less than 10 or more than 15, including the
 - a) President, Past-President, President-Elect, and Secretary-Treasurer, who are also the elected officers of the Society,
 - b) Six Directors elected pursuant to bylaws 5.2(2) and 5.3, and

- c) Such other Directors as are deemed necessary.
 - 2) One Director must ordinarily reside or work in the area encompassed by each of the following:
 - a) Vancouver Coastal Health Authority,
 - b) Fraser Health Authority,
 - c) Vancouver Island Health Authority,
 - d) Interior Health Authority,
 - e) Northern Health Authority, and
 - f) Provincial Health Services Authority.
 - 3) All Directors must consent in writing to being Directors, and must be
 - a) active members in good standing who are individuals, or
 - b) honorary life members,
 and must be
 - c) qualified to be Directors under the Act and these bylaws, and
 - a) 19 years of age or older.
- 5.3
- 1) Directors elected pursuant to bylaw 5.2(2) must be elected prior to the AGM, by
 - a) the active members in good standing and honorary life members ordinarily resident or working in the area encompassed by the health authority for which the Director is being elected, and
 - b) mail-in ballot, subject to
 - i) a ballot being mailed to each member eligible to vote not less than 28 days before the AGM, together with instructions for voting and returning the ballot, and the information required by bylaw 5.5(2),
 - ii) such reasonable procedures and conditions as the Directors require to ensure the confidentiality and security of the ballot, and
 - iii) all ballots counted in the election being returned to the office of the society, or such other place as is designated by the Directors, not less than 14 days before the AGM, or
 - c) acclamation, when there is only one nominee.
 - 2) A Director elected pursuant to bylaw 5.2(2) and this bylaw
 - a) has a term of office of two years, and
 - b) must not serve as such for more than two consecutive terms without a period of at least one year when the person is not a Director.
- 5.4
- 1) Directors elected pursuant to bylaw 5.2(1)(a) and if applicable bylaw 5.2(1)(c) must be elected prior to the AGM by
 - a) all active members in good standing and honorary life members, and
 - b) mail-in ballot, subject to
 - i) a ballot being mailed to each member eligible to vote not less than 28 days before the AGM, together with instructions for voting and returning the ballot, and the information required by bylaw 5.5(2),
 - ii) such reasonable procedures and conditions as the Directors require to ensure the confidentiality and security of the ballot, and
 - iii) all ballots counted in the election being returned to the office of the society, or such other place as is designated by the Directors, not less than 14 days before the AGM, or

- c) acclamation, when there is only one nominee for an office.
 - 2) A separate election must be held for each office to be filled under bylaw 5.2(1)(a), except the President and the Past-President.
 - 3) Directors elected pursuant to this bylaw have a term of office of two years.
 - 4) A President-Elect must be elected every second year. The President-Elect holds that office for two years, and then becomes President. The President holds that office for a further term of two years, and then becomes the Past-President, for a further term of two years.
 - 5) A Secretary-Treasurer must be elected every second year, and has a term of two years. The Secretary-Treasurer must not serve as such for more than two consecutive terms without a period of at least one year when the person is not Secretary-Treasurer.
- 5.5
- 1) Nominations of all candidates for election as Directors must be in writing, and must be signed by two active members in good standing or honorary life members.
 - 2) A nominee must provide a written statement, not exceeding 500 words, to be sent to the voters and setting out the nominee's
 - a) skills, qualifications, education and experience,
 - b) reasons for wanting to be a director, and
 - c) awareness of the duties and responsibilities of directors.
 - 3) A nominee must confirm in writing that the nominee
 - a) has disclosed all known potential or actual conflicts between the nominee's personal interests and those of the society,
 - b) will disclose any conflicts of interest as soon as they arise, and
 - c) will comply with the constitution and bylaws, and any policies set by the directors.
 - 4) If in an election there are positions with varying lengths of term of office, those nominees who receive the most votes are elected to the longer terms.
 - 5) The Directors may set reasonable conditions for the conduct of nominations and elections.
- 5.6 A Director ceases to be a Director on
- a) resigning in writing,
 - b) ceasing to be an active member in good standing, or honorary life member,
 - c) the end of the Director's term of office, unless the Director is re-elected,
 - 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 Directors without the authorization of the Directors.
- 5.7 No act or proceeding of the Directors is invalid only by reason that there are fewer in office than the number required by bylaw 5.2.
- 5.8 A Director may be removed before the expiration of the Director's term of office by
- a) unanimous resolution of all the other Directors then in office, or
 - b) special resolution of the members.
- If a Director is removed from office pursuant to bylaw 5.8(b), the members may elect a successor to complete the Director's term of office.

- 5.9 1) The Directors may appoint an active member in good standing who is an individual, or an honorary life member, as a Director to fill a vacancy in the Directors.
2) A Director so appointed holds office only until the conclusion of the next AGM, but is eligible for re-election at that meeting.
3) A Director appointed under this bylaw who takes the place of a Director elected pursuant to bylaw 5.2(2) must ordinarily reside or work in the area encompassed by the health authority in which the Director ordinarily resided.
- 5.10 1) Directors and elected officers must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
2) Except as permitted by this bylaw, no part of the income or property of the Society may be paid to or otherwise made available for the personal benefit of any member, Director, or elected officer of the Society.
- 5.11 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 6 - Directors' Duties and Conflicts

- 6.1 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 section 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.
- 6.2 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.
- 6.3 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.

- 6.4 1) A Director referred to in section 6.3 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 section 6.3,
 - 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 section 6.3 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

6.5 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 section 6.4(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.

Part 7 - Proceedings of Directors

- 7.1 1) The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 2) Quorum at a meeting of Directors is a majority of Directors then in office.
- 3) The President must be 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 President-Elect must act as Chair, but if neither is present the Directors present must choose one of their number to be Chair at that meeting.
- 4) A Director may at any time, and the Secretary-Treasurer, on the request of a Director, must, call a meeting of the Directors. Notice is sufficient if sent by ordinary mail addressed to the Director at the Director's home address.

7.2 Subject to the Act and these bylaws, the Directors may adopt rules of order, but if they do not do so then Robert's Rules of Order (Newly Revised) must be used.

7.3 When a meeting of Directors 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 Directors, and may at any time withdraw the waiver, and until the waiver is withdrawn

- a) no notice of meetings of Directors need be sent to that Director, and
- b) all meetings of the Directors, notice of which have not been given to that Director are, if a quorum of Directors is present, deemed to be valid and effective.

- 7.5
- 1) Questions arising at meetings of the Directors and committees must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of Directors or a committee need not be seconded, and the Chair of such a meeting may move or propose a resolution.
 - 3) In the case if an equality of votes, the Chair of a meeting of the Directors does not have a second or casting vote, and the resolution is defeated.

7.6 A resolution in writing, signed by 3/4 of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

- 7.7
- 1) The directors may delegate any, but not all, of their powers to committees consisting of directors or members or directors and members as they think fit, provided that at least one director must be a member of each committee.
 - 2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
 - 3) A committee must elect a chair, may meet and adjourn as it thinks proper, and may be requested to report its activities to the Directors.

7.8 A Director may participate in and vote at a meeting of Directors or of a committee of Directors

- a) in person, or
- b) 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.

Part 8 - Officers

- 8.1
- 1) The Directors may appoint an Executive Director, and such other officers as they deem necessary.
 - 2) The Directors must set the duties, terms and conditions of employment, and remuneration of the Executive Director and of any other officers they appoint.

8.2 The President

- a) must preside at all meetings of the Society and of the Directors,
- b) must supervise the other officers in the execution of their duties,
- c) is an unofficial non-voting member of all committees, and
- d) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Directors.

8.3 The President-Elect, in the President's absence, must perform the duties of the President.

8.4 The Secretary-Treasurer must

- a) conduct the correspondence of the Society,
- b) issue notices and keep minutes of meetings of the Society and the Directors,
- c) have custody of all records and documents of the Society,
- a) have custody of the common seal of the Society,
- b) keep the financial records, including books of account, necessary to comply with the Act, and
- c) render financial statements to the Directors, members, and others when required, and
- e) maintain the register of members.

The duties of the Secretary-Treasurer may be delegated by the Directors to an employee of the Society.

8.5 In the absence of the Secretary-Treasurer from a meeting, the Directors must appoint another person to act as Secretary-Treasurer.

Part 9 – Borrowing and Investment

9.1 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, but no debenture can be issued without the sanction of a special resolution.

9.2 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next AGM.

9.3 The Society must invest its funds only in securities in which trustees are authorized by law to invest.

Part 10 - Seal

10.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

10.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Secretary-Treasurer.

Part 11 - Auditor

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor must be appointed by the Directors, who must also fill all vacancies occurring in the office of auditor.

11.3 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.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor must be promptly informed in writing of appointment or removal.

11.6 No Director and no employee of the Society can be auditor.

11.7 The auditor may attend general meetings.

Part 12 - Notice to Members

12.1 A notice may be given to a member either personally or by mail to the member at the member's registered address.

12.2 A member must promptly and in writing notify the Society of any change in the member's address.

12.3 A notice sent by mail is deemed to have been received on the second day after that on which the notice was posted.

12.4 1) Notice of a general meeting must be given to
a) every member shown on the register of members on the day notice is given, and
b) the auditor, if Part 11 applies.
2) No other person is entitled to receive a notice of general meeting."

Dated this 23rd day of September, 2003.

B.C. Hospice/Palliative Care Association

By _____
Anders I. Ourom, solicitor