

Victoria Hospice Society


T.K. SPARKS

Constitution of Victoria Hospice Society (the "Society")

- 1** The name of the Society is **VICTORIA HOSPICE SOCIETY.**
- 2** The purposes of the Society are to:
 - (a) develop, document and provide coordinated community hospice, palliative care and bereavement programs and services for individuals and families faced with death, dying and bereavement in accordance with the standards set by the Canadian Hospice Palliative Care Association, or its successor organizations;
 - (b) exemplify and promote, in all its operations, actions, and statements:
 - (i) the belief that all persons have the right to receive the consistent physical, emotional and spiritual support necessary to maintain individuality and dignity while facing death and bereavement;
 - (ii) the belief that individuals and families have the right to discuss in whatever terms they wish, issues of importance to them;
 - (iii) the belief that those providing support for the dying must themselves receive consistent, planned, emotional and spiritual support, and have individual commitment to personal growth;
 - (iv) the belief that support for the dying and their families should be provided in the community by a multidisciplinary team of professionals and volunteers;
 - (c) provide support, encouragement and assistance to the hospice palliative care programs across south Vancouver Island and more broadly as need and suitable opportunities arise;
 - (d) organize, train and support volunteers in hospice related activities;
 - (e) set up a bereavement service, available to those in need, regardless of cause of death, and to train volunteers to assist in this program;
 - (f) provide leadership and stimulate public and professional participation and education in the study, assessment and improvement of hospice palliative care and bereavement care in the community;
 - (g) increase public engagement in, and understanding of, the services

provided by the Society;

- (h) work in conjunction with governmental bodies and private organizations which share the same common interests and goals as the Society;
- (i) develop a system of ongoing evaluation of the Society's function;
- (j) operate as a fund-raising vehicle for the Victoria Hospice and Palliative Care Foundation (the "Foundation") by encouraging the making of legacies, donations, gifts, bequests and endowments from all sources to the Foundation, including without limiting the foregoing, those from other charitable foundations and charitable organizations; and
- (k) to receive funding from the Foundation and other sources for use in the achievement of its purposes.

Bylaws of Victoria Hospice Society (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the board of directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Chair" means the Director elected by the Board to chair the Board and to supervise the other Directors in the execution of their duties;

"Constitution" means the Constitution of the Society as altered from time to time;

"Director" means a person elected or appointed to serve on the Board pursuant to these Bylaws;

"Foundation" means the Victoria Hospice and Palliative Care Foundation;

"Society" means the Victoria Hospice Society;

"Special Resolution" means a special resolution as defined by the Societies Act.

"Vice-Chair" means the Director elected by the Board to carry out the duties of the Chair if the Chair is unable to act.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

Reporting society

1.4 Victoria Hospice Society is a reporting society.

PART 2 – MEMBERS

Application for membership

2.1 Members of the Society shall be those persons who are qualified by these Bylaws and who have contributed the required sum in membership dues to the Society for the membership year, which shall extend for one calendar year plus one day from the date of payment of annual dues. A corporation may be admitted to membership.

Duties of members

2.2 Every member must uphold the Constitution and must comply with these Bylaws.

No purpose of gain or profits for members

2.3 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

No remuneration of members

2.4 No member of the Society shall be paid any remuneration for services rendered to the Society, except as otherwise permitted in accordance with these Bylaws, but a Director may be reimbursed for the Director's reasonable expenses in acting as a Director of the Society.

Amount of membership dues

2.5 Any changes to annual membership dues must be ratified at the annual general meeting by a majority vote.

Member in good standing

2.6 All members who have paid their annual dues are in good standing.

Membership renewal

2.7 A member in good standing may renew membership in the Society for the following membership year by contributing the required annual membership dues prior to the expiry of the annual membership.

Restricted voting privileges for new or returning members

2.8 A person joining the Society for the first time, or a former member who rejoins the Society after a lapse in membership, shall not be entitled to vote at any meeting of the Society or Board which is held within 30 days of the date on which such a person pays the membership dues in effect on the date of joining.

Honourary life membership

2.9 Honourary life membership may be granted by a majority vote of the members present at any meeting of the Society to any person who has rendered outstanding service to the Society and such a person shall have all of the privileges of a member but shall not be required to pay annual dues.

Right to hold office and vote

2.10 Except as herein provided, every member of the Society shall be entitled to hold office and vote at all meetings of the Society.

Employees of the Society are not eligible for membership

2.11 No employee of the Society shall be eligible for membership in the Society.

Persons under the age of 19 are not eligible for membership

2.12 No person under the age of 19 years shall be admitted as a member to the Society.

Conditions when a person ceases to be a member

2.13 A person shall cease to be a member of the Society:

- (a) by delivering the member's resignation to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on the member's death, or in the case of a corporation on dissolution, or
- (c) on being expelled, or
- (d) on failure to pay the required annual membership dues prior to the expiry of the membership.

Expelling a member

2.14 A member may be expelled by 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. Under these circumstances the person who is the subject of 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.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meetings

3.1 A general meeting must be held at the time and place the Board determines. The annual general meeting shall be held once in every calendar year and not more than fifteen months after the date of adjournment of the last preceding annual general meeting.

Notice of general meeting

3.2 Not less than fourteen days, and not more than sixty days, written notice of a general meeting of the Society shall be given to each member entitled to receive such notice, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

- (a) Notice of a general meeting shall be given to each member at the member's registered address, as listed in the register of members on the date notice is to be given, or at the member's email or other electronic address.
- (b) Notice of a general meeting of the Society shall state the business to be transacted and no business other than that stated in this notice shall be transacted.

Ordinary business at general meeting

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

Notice of special business and Special Resolutions

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting, including Special Resolutions to be voted on at the meeting, in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Amending the Bylaws

3.5 Provisions of these Bylaws may be amended or added to only by Special Resolution.

Amending the Constitution

3.6 Provisions of the Constitution may be amended or added to only by Special Resolution.

Chair of general meeting

3.7 The Chair, or in the Chair's absence, the Vice-Chair, shall preside as chair at every meeting of the Society and if there is no chair present after the time appointed for holding the meeting, the members present shall, if they comprise a quorum, choose a person from their number to be chair at that meeting.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 10 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.10 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 members, the meeting is terminated, and

(b) in any other case, such a meeting shall be deemed to be adjourned to a future date to be determined by the members present at the meeting place. For such an adjourned meeting, the members present constitute a quorum.

If quorum ceases to be present

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

Adjournments by chair

3.12 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 transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.13 It is not necessary to give 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.

Order of business at general meeting

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

- (a) elect an individual 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 statements 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,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business of which notice has been given to the members in the notice of meeting in accordance with these Bylaws;
- (h) terminate the meeting.

Methods of voting

3.15 At all meetings of the Society, voting shall be by show of hands unless a majority of the members shall otherwise determine. The chair may vote but if the chair does so and a tie results, the chair shall not be permitted to vote again and the matter being voted on shall be deemed to have been defeated.

At all meetings of the Society each member in good standing who is present shall be entitled to one vote on the member's own behalf.

Voting by a corporate member

3.16 A corporate member may vote by its authorized representative, such authorization to be in written form, who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be treated as a member for all purposes with respect to a meeting of the

Society. A corporate member may change its authorized representative from time to time and shall notify the Society in writing of any such change.

Announcement of result

3.17 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.

Proxy voting not permitted

3.18 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Rules of order

3.20 Except where otherwise provided by these Bylaws, all matters of procedure at any meeting of the Society shall be decided in accordance with ROBERT'S RULES OF ORDER, Newly Revised.

Member Participation in Member Meetings

3.21 Participation in general member meetings requires that each participating member be present at the meeting in person, or, if offered in the notice of general meeting, attend via tele-conference, video conference, or other such means.

Request by members for a general meeting

3.22 Voting members of the Society may requisition the Directors to call a general meeting in accordance with the provisions of the Act.

PART 4 – DIRECTORS

Role and authority of Directors

4.1 In accordance with the Act, and these Bylaws, the Directors of the Society must manage, or supervise the management of, the activities and internal affairs of the Society.

Number of Directors on Board

4.2 The Society must have no fewer than 9 and no more than 15 Directors.

Election or appointment of Directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of Directors shall elect or appoint Directors to the Board from members of the Society nominated for election to the Board in accordance with these Bylaws. A Director must be a member of the Society, but may become a member of the Society and be elected or appointed to the Board at the same meeting, notwithstanding other provisions of these Bylaws.

Nominations for Directors by the Board

4.4 The Board, through the Chair, shall present nominations, if any, for election to the Board.

Nominations for Directors by members of the Society

4.5 Any member of the Society may present additional nominations for election to the Board no later than 10 days prior to an annual general meeting of the Society by giving such notice to the Secretary of the Society, provided written assurance of readiness to serve, if elected, is given by the persons so nominated.

Directors may fill casual vacancy on Board

4.6 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the removal, resignation, death or incapacity of a Director during the Director's term of office, to serve until the date of the next annual general meeting.

Failure to fill a vacancy on the Board

4.7 If the Board fails to fill a vacancy as provided herein, within 90 days of the vacancy, and the Board is comprised of less than 9 Directors, the members of the Society may request a general membership meeting, as provided for elsewhere in these Bylaws, to fill the Board vacancy.

Removal of a Director

4.8 An elected Director may be removed from office by a Special Resolution of the Society passed at a general meeting of the members.

Terms of office for Directors

4.9 Directors shall be elected or appointed for a term of two years. Where practical, Directors' terms shall be staggered so that not all Directors' terms expire at the same time.

Maximum terms of service

4.10 A Director may not serve more than three consecutive terms, but a partial term served as a result of a Board appointment to fill a casual vacancy shall not be counted as one of the three terms.

Chair of the Board may serve one additional year

4.11 Where the Chair's term of office is completed, and the Chair has been a Director of the Society for three consecutive terms (six years), the Chair may remain as a Director for a seventh year to fulfill the role of past-Chair.

Duties of Directors

4.12 Every Director, in exercising his powers and performing his duties, shall:

- (a) act honestly and in good faith and in the best interest of the Society, and
- (b) exercise the care, diligence and skill of a reasonably prudent person.

Conflict of interest

4.13 A Director, who, in any way:

- (a) is directly or indirectly interested in an existing or proposed contract or transaction with the Society, or
- (b) who holds any office or possesses any property whereby, directly or indirectly, duty or interest might be created to conflict with the Director's duty or interest as a Director; or
- (c) by virtue of a personal or family relationship may be seen to be in a position which may conflict with the Director's duty or interest as a Director,

shall give notice in writing to the Board of the nature and extent of the Director's interest in such contract or transaction or of the conflict with the Director's duty and interest as a Director; and such notice shall be made at the first opportunity therefor, or at the first meeting after the relevant facts come to the Director's attention.

Voting by Directors not permitted in matters of possible conflict

4.14 A Director shall not vote in respect of the approval of any contract or transaction in which they are directly or indirectly interested, or in respect of any matter whereby a conflict of duty or interest may arise by virtue of the Director's holding of any office or possession of any property, or by virtue of a personal or family relationship, and if the Director does vote, the Director's vote shall not be counted but the Director may be counted in the quorum present at any meeting of the Directors at which a vote is taken in respect thereto.

Gain from transactions between the Society and a Director

4.15 Every Director shall account in writing to the Board for any profit made as a consequence of the Board entering into or performing a proposed contract, transaction or arrangement, unless:

- (a) they disclose their interest as provided herein;
- (b) after their disclosure the proposed contract, transaction or arrangement is approved by the Board; and
- (c) they abstain from voting on the approval of the proposed contract or transaction; or unless
- (d) they make disclosure at the first meeting after the relevant facts come to their knowledge and the Board either reconfirms the contract, transaction or arrangement or waives the necessity of disclosure considering all the circumstances; or they make full disclosure of the nature and extent of their interest in the contract, or transaction or arrangement, and thereafter it is approved by a resolution of the Board.

Failure to attend Board meetings

4.16 In the event that a Director fails to attend three consecutive meetings of the Board or if the Director's attendance at all meetings in any one calendar year drops below seventy-five percent (75%), the Director's service in office may be terminated by resolution of a majority vote of the Board, unless cause satisfactory for such non-attendance in writing is presented to, and accepted by, the Board not later than 30 days after the Board notifies the Director of its intention to consider such resolution.

PART 5 – DIRECTORS' MEETINGS

Calling Directors' meeting

5.1 A Directors' meeting may be called by the Chair or by any 2 other Directors.

First Directors' meeting after the annual general members meeting

5.2 The first regular meeting of the Board in each membership year may immediately follow the annual general meeting of the Society and no notice of this meeting need be given to the Directors, if it is held immediately following the annual general meeting.

Notice of Directors' meeting

5.3 Except as provided for in bylaw 5.2, at least 4 days' written notice of a Directors' meeting, stating the business to be transacted, must be given unless all the Directors agree to a shorter notice period. New business not

described in a meeting notice may be discussed if a majority of Directors present at the meeting assent to the addition of the new business.

Proceedings valid despite omission to give notice

5.4 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 the meeting.

Frequency of meetings

5.5 There shall be at least 6 Director's meetings each calendar year.

Conduct of Directors' meetings

5.6 The Board shall establish rules of conduct for Board meetings.

Voting procedures at Directors' meetings

5.7 At all Directors' meetings, voting shall be by show of hands unless a majority of the Directors shall otherwise determine. The Chair may vote but if the Chair does so and a tie results, the Chair shall not be permitted to vote again and the matter being voted on shall be deemed to have been defeated.

Chairing meetings

5.8 The Chair, or in the Chair's absence, the Vice-Chair, shall preside as chair at every meeting of the Board and if there is no chair present after the time appointed for holding the meeting, the Directors present shall, if they comprise a quorum, choose a person from their number to be chair at that meeting.

Meetings may be held by means other than in-person

5.9 The Directors may agree to meet via tele-conference, video conference, or other such means as allows all Directors in attendance to participate meaningfully in the meeting discussions.

Resolutions can be passed outside of a Directors' meeting

5.10 The Directors may pass a Directors' resolution without a meeting if all of the Directors entitled to vote on said resolution consent to the resolution in writing or by electronic means such as email.

Quorum of Directors

5.11 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

Lack of quorum

5.12 In the event that a Directors' meeting cannot be held because of the lack of a quorum, such a meeting shall be deemed to be adjourned to a future date to

be determined by the members present at the meeting place. The date of the adjourned meeting shall allow sufficient time for written or electronic notice, as described elsewhere in these Bylaws, to the Directors entitled to attend. The quorum requirements of these Bylaws shall not apply to the holding of such an adjourned meeting.

Voting by proxy not allowed

5.13 Voting by proxy is not permitted at Directors' meetings.

PART 6 – BOARD POSITIONS AND COMMITTEES

Election or appointment to Board positions

6.1 Directors must be elected annually by the Board, at its first regular meeting following the annual general meeting of the Society, to the following Board positions, and a Director, other than the Chair, may hold more than one position:

- (a) Chair; (b)
Vice-Chair;
- (c) treasurer.

A vacancy occurring in the post of Chair, Vice-Chair or treasurer shall be filled for the unexpired term by the Board.

Society manager may fill the position of secretary

6.2 At the first regular Directors' meeting following the annual general meeting of the Society, Directors must annually elect or appoint a secretary to hold office for one year, who may be a Director or the manager of the Society, but if the manager of the Society is appointed this does not confer upon the manager membership on the Board or the right to vote at meetings of the Society, the Board, or of any committees established under these Bylaws. A vacancy occurring in the post of secretary shall be filled for the unexpired term by the Board.

Role of past-Chair

6.3 Upon completing a term as Chair, and if not elected to an additional term as Chair, the Chair will assume the position of past-Chair for the one year immediately following the election of the new Chair. The past-Chair will be a full voting member of the Society Board and will serve on the executive committee.

Role of Chair

6.4 The Chair is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of Vice-Chair

6.5 The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board and the Society;
- (e) maintaining the register of members;
- (f) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping such financial records, including books of account as are necessary to comply with the Societies Act;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements and making an annual report to the Board and to the membership on the financial condition of the Society;
- (d) making the Society's filings respecting taxes;
- (e) keeping the Board apprised of the Society's financial position.

Executive committee

6.9 There shall be an executive committee consisting of no fewer than four (4) Directors and no more than five (5) Directors.

Members of the executive committee

6.10 The Chair, Vice-Chair, past-Chair, if one exists, and treasurer shall be appointed to the executive committee at the first meeting of the Board held after the annual general member meeting. The Board must elect additional Directors to the executive committee at any time there are fewer than 4 Directors on the executive committee, within 30 days of such occurrence, and may elect additional Directors at any time to the maximum number of 5.

Chair of the executive committee

6.11 The Chair of the Board shall act as chair of the executive committee and in the Chair's absence the Vice-Chair shall be chair. The executive committee may appoint its own secretary. Minutes of each meeting shall be recorded and filed with the secretary of the Society.

Authority of the executive committee

6.12 Subject to the control of the Board, the executive committee shall have power to transact all business of the Society in the interim between the meetings of the Board. Three Directors on the executive committee shall constitute a quorum of that committee. The executive committee shall meet at the call of the Chair or of any two Directors who are on that committee.

Finance committee

6.13 There shall be a finance committee consisting of two Directors elected at the first meeting of the Board held after the annual general member meeting, and the manager of the Society and appointed advisors.

- (a) The treasurer shall serve as chair and the said committee may appoint its own secretary.
- (b) Minutes of each meeting shall be recorded and filed with the secretary of the Society.
- (c) In the absence of the treasurer at a finance committee meeting, the committee may appoint a chair for that meeting.

Finance committee mandate

6.14 The finance committee shall monitor all the financial aspects of the Society's operation and advise the Board accordingly.

Chair appoints all other committee chairs

6.15 The Chair shall appoint all committee chairs other than those for the executive committee and the finance committee. In the absence of a committee chair at a committee meeting, the committee may appoint a chair for that meeting.

Nominating committee

6.16 There shall be a nominating committee. The nominating committee consists of the Chair, two other Directors, and such advisors as the Chair may determine. Persons on said committee shall be appointed at the first meeting of the Board following each annual general member meeting of the Society and from time to time as determined by the Chair.

Additional committees

6.17 Additional committees may be created by the Board from time to time whenever it is deemed necessary or desirable. Such committees shall limit their activities to the purpose for which they are appointed and they shall

have no power to act unless specifically conferred by resolution of the Board. Upon completion of the task for which it is appointed, such a committee shall be dissolved by the Board.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors prohibited

7.1 The Society is prohibited from paying a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed by the manager of the Society, or other designated signatory that the Board may appoint, as authorized by the Board, and in accordance with any limits established by the Board.

PART 8 – MANAGER OF THE SOCIETY

Role and authority of Society manager

8.1 The Board shall select and engage a competent manager, and assign an appropriate title to the manager, who shall be its direct representative in the management of the Society. The manager reports directly to the Board. The manager shall have the necessary authority and shall be held responsible for the administration of the Society in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board.

Fundamental responsibilities of the Society manager

8.2 The Society manager is charged with:

- (a) maintaining, and keeping the Board apprised of possible threats or risks to, the long-term survivability and sustainability of the Society;
and
- (b) ensuring that the Society, in all its actions, honours and supports the spirit of its purposes as defined in the Constitution.

Conflicts of interest and gains from transactions

8.3 The Society manager is subject to the same conflict of interest provisions and disclosure requirements as Directors.

PART 9 - FISCAL YEAR AND AUDIT OF ACCOUNT

Fiscal year

9.1 The fiscal year of the Society shall be for the twelve-month period ending March 31st.

Appointment or removal of an auditor

9.2 Subject to the provisions of Part 14 Reporting Society Provisions, at each annual general meeting the Society shall appoint an auditor who shall hold office until the auditor is reappointed or a successor is appointed at the next annual general meeting. An auditor may be appointed or removed by ordinary resolution. Appointment or removal requires written notice to the auditor.

Who is prohibited from being an auditor

9.3 No Director and no employee of the Society shall be auditor.

PART 10 – BORROWING AND INVESTING

Borrowing

10.1 The Society may borrow, raise or secure the payment of monies in such manner and amount as shall be sanctioned by the resolution of the Board. Any such borrowing or issuing of securities shall require a Director's resolution approved by a 2/3s vote at a Board meeting.

Investing

10.2 Investment management shall follow the guidelines outlined in the B.C. Trustee Act.

Transfers to the Victoria Hospice and Palliative Care Foundation

10.3 The Society may transfer donations to the Foundation and such transfers will not be considered investments for the purposes of these Bylaws.

PART 11 – INSPECTION OF BOOKS AND RECORDS

Records available for inspection by the membership

11.1 The books and records of the Society shall be open to the inspection of the members of the Society in accordance with Part 3, Division 2 of the Act, and any member who wishes to make such an inspection shall apply in writing to the secretary. Upon receipt of such an application, the secretary shall forthwith bring the same to the attention of the Board or the executive committee who shall cause the said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than two weeks from the day on which the secretary receives the said application. Subject to contractual obligations, and the requirements of privacy legislation or other reasons for confidentiality which do not contravene these Bylaws or the Act, the provision of the books and records shall include the minutes of all meetings of the Society, but excluding the minutes of all meetings of the Board.

PART 12 – DISSOLUTION OF THE SOCIETY

Remaining net assets must go to a registered charitable institution

12.1 Upon winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, any amounts due to employees of the Society, and any other debts of the Society, shall be distributed as designated by the Board, subject to all provisions of the Bylaws dealing with conflicts of interest and personal gain and voting on such matters, in the following order of claim:

- (a) any of such remaining assets which had originally been provided for specific purposes, shall, wherever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes; and
- (b) any further assets remaining, shall, wherever possible, be distributed to a charitable organization (or organizations) in Canada carrying on work of a similar nature to the Society, registered under the provisions of the Income Tax Act;

PART 13 – COMMUNICATIONS AND MEETING PARTICIPATION

Acceptable methods of giving notice to members or Directors

13.1 Notice can be given by any means approved by the Board, including, but not limited to, email or other electronic means, fax, personal delivery, mail, or courier.

Written communication

13.2 Written communication includes any electronic method of transmitting or recording information from which a readable version can be made.

PART 14- REPORTING SOCIETY PROVISIONS

Auditor

14.1 The Society must have an auditor.

Requirements for changing auditor

14.2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless

- (a) the incumbent auditor has declined reappointment, or
- (b) at least 14 days' written notice of the proposed resolution has been given to
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor.

Comparative financial statements

14.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to

- (a) the period determined under section 35 (2) of the Act and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

14.4 Despite Bylaw 14.3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the Act if the reason for doing so is set out in the financial statements.

Providing financial statements and auditor's report to auditor and members

14.5 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the auditor's report, as defined in section 1 of the Act, on those financial statements.

Providing financial statements and auditor's report to security holder

14.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the Act on those financial statements.