

# Bylaws

## 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 directors of the Society;

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

### Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

## Part 2 Members

### Application for membership

- 2.1 a) A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.  
b) Application must be received and accepted at least two weeks prior to the Annual General Meeting. Notice of the Annual General Meeting will be published in the local paper and by local electronic news two weeks prior to the meeting being held.

### Requirements for Membership

- 2.2 The members of the Society shall be those persons who are not disqualified by these Bylaws (e.g. disqualified under this clause or clause 2.3 or 2.6 of these bylaws) who:  
a) have reached 19 years of age;  
b) have made written application for membership in the Society; and  
c) have paid an annual membership fee.

### Duties of Members

- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### Amount of Membership Dues

- 2.4 The amount of the annual membership dues, if any, must be determined by the Board at the AGM.

### Member in Good Standing

- 2.5 To be in good standing, a member must renew their membership in the Society for the following membership year by contributing the required sum to the Society prior

to the commencement of the Annual General Meeting of the Society. If a member fails to do so, their membership shall be terminated.

### **Member Not in Good Standing May Not Vote**

- 2.6 A member who is has not paid their dues as set out in 2.5 is not in good standing, is no longer a member, and
- a) may not vote at a general meeting, and
  - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Honorary Life Members**

- 2.7 Honorary Life Members shall be those persons nineteen years of age and over granted an Honorary Life membership by a majority vote of the members present at a General Meeting of the Society to any person who has rendered outstanding service to the Society or who has made an outstanding contribution to the care of the elderly. They shall have all the privileges of annual members including the right to attend and have one vote at all general meetings of the Society, but shall not be required to pay annual dues.

### **Employees Ineligible to Be Directors**

- 2.8 Employees of the Society may become members of the Society but shall not be eligible to serve on the Board of Directors of the Society.

### **Inspection of Records**

- 2.9 A member of the Society may, without charge, inspect the following records the Society is required to keep under Section 20(1) of the Act including:
- a) The Society's Certificate of Incorporation;
  - b) Certified copy of the constitution;
  - c) Certified copy of the bylaws;
  - d) The statement of directors and registered office of the Society;
  - e) Any confirmations, certificates, or certified copies provided to the society by the registrar;
  - f) Any court orders, orders of the registrar, or other government orders;
  - g) Register of directors, including contact information for each director (note: Directors' contact information may only be used for society activities (sections 24 (4) and 26);
  - h) Director and Senior Manager forms as follows:
    - i) All "written consent to act as a director" forms (section 42 (4)(a));
    - ii) All "written resignation of a director" forms (section 49);

- iii) All “disclosure of conflict of interest” information (sections 56(3)(c) and 62(3)(c).
- i) The minutes of each meeting of directors and AGM including the text of each resolution passed at the meeting.
- j) Copies of all ordinary resolutions and special resolution.
- k) The annual financial statements of the Society and the auditor’s report, if any, on those financial statements as per section 35.
- l) Only if related to a conflict of interest of a Director or Senior Manager:
  - (i) the minutes of directors’ meetings, except in-camera minutes, including a list of directors present and the text of each resolution passed.

### **Non-members May Not Access Records**

2.10 No person, other than a member or director, may access the records of the Society.

### **Time Limitations With Respect to Records**

2.11 The Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

### **Records That Must Be Kept**

2.12 The records that must be kept are:

1. Certificate of incorporation
2. Certified copy of:
  - a) Constitution
  - b) Bylaws
  - c) Statement of directors and registered office
3. Any confirmations, certificates, or certified copies provided to the society by the registrar
4. Any court orders, orders of the registrar, or other government orders
5. Register of directors, including contact information for each director
6. Director and Senior Manager forms:
  - a) All “written consent to act as a director” forms (section 42(4)(a))
  - b) All “written resignation of a director” forms (section 49)
  - c) All “disclosure of conflict of interest” information (sections 56(3)(c) and 62(3)(c))
7. Register of members
  - a) Organized by class of member
8. Minutes of directors’ meetings, including (only):
  - a) List of directors present
  - b) Text of each resolution passed

9. Accounting records, including a record of each transaction materially affecting the financial position of the society

### **Entitlement to Constitution and Bylaws**

- 2.13 On being admitted to membership, each member is entitled to, and upon request shall be furnished without charge, a copy of the Constitution and Bylaws of the Society.

## **Part 3 General Meetings of Members**

### **Time and Place of General Meeting**

- 3.1 A general meeting must be held at the time and place the Board determines.

### **Ordinary Business at General Meeting**

- 3.2 At a general meeting, the following business is ordinary business:
  - a) adoption of rules of order;
  - b) adoption of minutes of previous general meeting
  - c) consideration of any financial statements of the Society presented to the meeting;
  - d) consideration of the reports, if any, of the directors or auditor;
  - e) reports from the administrator and chairperson;
  - f) election or appointment of directors;
  - g) business arising out of a report of the directors not requiring a special resolution.

### **Notice of Special Business**

- 3.3 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. Notice will be published in the local paper and by local electronic news three weeks prior to the meeting being held.

### **Chair of General Meeting**

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
  - a) An individual, who is a member in good standing, appointed by the Board to preside as the chair;
  - b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - i) the chairperson of the board
    - ii) the vice-chairperson, if the chairperson is unable to preside as the chair,or

- iii) one of the other directors present at the meeting, if both the chairperson and vice-chair are unable to preside as the chair.

### **Alternate Chair of General Meeting**

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting, who is a member in good standing, to preside as the chair.

### **Quorum Required**

3.6 Business, other than the election of the chairperson 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**

3.7 The quorum for the transaction of business at a general meeting is 10 voting members.

### **Adjournments by Chair**

3.8 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**

3.9 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 Meetings**

3.10 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) ED report
- g) chairperson's report
- h) committee reports

i) new business.

### **Annual General Meetings**

3.11 The Annual General Meeting shall be held once in every calendar year.

### **Notice of Annual General Meeting**

3.12 Notice of the Annual General Meeting will be published in the local paper and by local electronic news three weeks prior to the meeting being held.

### **Annual General Meetings**

3.13 At the Annual General Meeting members will:

- a) approve the minutes of the previous AGM
- b) 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.
- c) receive any other reports of directors' activities and decisions since the previous annual general meeting;
- d) receive reports from various departments of the Society's operations
- e) elect or appoint directors, and
- f) appoint an auditor;
- g) deal with any new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

### **Requirements for Changing an Auditor**

3.14 Refer to Bylaw 7.2.

### **Fiscal Year**

3.15 The fiscal year of the Society shall be the twelve (12) month period ending March 31, or such other fiscal accounting period as may be approved by the Minister of Health from time to time.

### **Election or Appointment of Directors**

3.16 At each Annual General Meeting, the voting members entitled to vote must elect the Board.

### **Voting**

3.17 The Director or Directors may be elected by secret ballot at the Annual General Meeting.

### **Rotation of Directors**

3.18 The elected Directors shall be divided into three groups, each of which shall serve a term of three years. The terms of office in these groups shall be staggered so that only one group comes up for re-election each year. Thereafter, as the terms of each Director expires, a successor shall be elected by the Society at its Annual General Meeting to serve for a term of three years or less.

### **Methods of Voting**

3.19 Voting shall be by show of hands unless a majority of the members present determine otherwise. At all meetings of the Society, each member in good standing who is present shall be entitled to one vote on their own behalf. Each issue shall be decided according to the majority of votes cast except where the members are voting on a special resolution, in which case such a resolution shall not be deemed to have been passed by the Society unless at least a two-thirds' majority of the members present have voted in favour of the said resolution at a meeting of the Society, provided the notice calling the said meeting specified the intention to propose such a resolution.

### **Announcement of Result**

3.20 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**

3.21 Voting by proxy is not permitted.

**3.22 Voting by email and by electronic means is expressly not permitted.**

### **Matters Decided at General Meeting by Ordinary Resolution**

3.23 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.

### **Annual General Meeting of the Board**

3.24 The Annual General Meeting of the Board shall be held on the same day as the Annual General Meeting of the Society.

### **Rules of Order**

3.25 Except where otherwise provided by the Society or these Bylaws, all matters of procedure at any meeting of the Society or the Board shall be decided in accordance with Robert's Rules of Order, Newly Revised.

## **Part 4 Directors**

### **Board of Directors**

4.1 The property and affairs of the Society shall be managed by a Board of Directors in which shall be vested full control of the revenue, expenditures, assets and liabilities of the Society.

### **Number of Directors on Board**

4.2 The Board of Directors shall be comprised as follows:

- a) A minimum of seven (7) persons and up to ten (10) to be elected by the members of the Society as hereinafter provided.
- b) One person who shall be the Immediate Past Chair, provided they are a member of the Society in good standing, who shall serve a term of one year, notwithstanding they shall have previously served for three (3) consecutive terms as a Director.
- c) Elected Directors must be members of the Society.

### **Employment of Directors**

4.3 Directors may not be remunerated in any capacity, however, directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

### **Designation, Election and Appointment of Directors**

- 4.4
- 1) To become a director of the society, an individual must be elected or appointed under Clauses 3.16 to 3.22 of these Bylaws. The appointment of that individual is invalid, unless
    - a) the individual consents in writing to be a director of the society, or
    - b) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
  - 2) No person shall be eligible for election as a Board member for more than nine (9) consecutive years, except one (1) person who shall be the Immediate Past Chair, provided they are a member of the Society in good standing, who shall serve a term of one (1) year, notwithstanding they shall have previously served for three (3) consecutive terms as a Director.
  - 3) Directors will sign a Consent to be a Director form and a Conflict of Interest form prior to being elected as a director.

## **Persons Qualified to Be Directors**

- 4.5 a) A person must be a member of the society to qualify to be a director.
- b) Despite subsection (a), an individual is not qualified to be a director of the society if the individual is:
- a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
  - b) an undischarged bankrupt, or
  - c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
    1. the court orders otherwise.
    2. 5 years have elapsed since the last to occur of
      - A. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
      - B. the imposition of a fine,
      - C. the conclusion of the term of any imprisonment, and
      - D. the conclusion of the term of any probation imposed, or
    3. a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
  - d) a person wishing to be a director must agree to uphold the stated vision and mission of the society.

## **Exclusions for Position of Director**

- 4.6 a) No physician who is actively engaged in the practice of medicine, no licensed pharmacist, or an employee of the Society shall be eligible to become a Director.
- b) No person receiving care from a facility operated by the Society can be eligible to become a Director.

## **Additional Qualifications of Directors**

- 4.7 Without limiting section 4.4, the directors of the society may set out requirements that an individual must meet in order to maintain a balance of attributes and skills being brought to the board at any one time.

## **Directors May Fill Casual Vacancy on Board**

- 4.8 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 resignation, death or incapacity of a director during the director's term of office.

### **Term of Appointment of Director Filling Casual Vacancy**

4.9 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Length of Service of Directors**

4.10 No person shall be eligible for election as a Board member for more than nine (9) consecutive years, except as provided in 4.1 for the Immediate Past Chair.

## **Part 5 Directors' Meetings**

### **Calling a Directors' Meeting**

5.1 A directors' meeting may be called by the chairperson or by any two (2) other directors.

### **Notice of a Directors' Meeting**

5.2 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

5.3 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.

### **Conduct of Directors' Meetings**

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

### **Quorum of Directors**

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **Part 6 Board Positions**

### **Election or appoint to Board Positions**

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the chairperson, may hold more than one position.

- a) chairperson
- b) vice-chairperson
- c) secretary
- d) treasurer.

### **Directors at Large**

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of Chairperson**

6.3 The chairperson is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of Vice-Chair**

6.4 The vice-chairperson is the vice-chair of the Board and is responsible for carrying out the duties of the chairperson if the chair is unable to act.

### **Role of the Secretary**

- 6.5 1) 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;
  - e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- 2) Some of these duties may be delegated by the secretary to a recording secretary assigned by the board.

### **Absence of Secretary from a Meeting**

6.6 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**

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for the following:
- a) receiving and banking monies collected from the members or other sources;
  - b) keeping accounting records in respect of the Society's financial transactions;
  - c) preparing the Society's financial statements;
  - d) making the Society's filings respecting taxes;
  - e) ensuring that the requirements of a reporting society have been met.

## **Part 7 Reporting Society Provisions**

### **Auditor**

7.1 The Society must have an auditor.

### **Requirements for changing auditor**

7.2 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**

7.3 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 Societies 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**

7.4 Despite Reporting Society Provision 7.3, the financial statements of the Society may deal with only the period determined under section 35(2) of the Societies 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**

7.5 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 Societies Act, on those financial statements.

### **Providing Financial Statements and Auditor's Report to Security Holder**

7.6 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 Societies Act on those financial statements.

## **Part 8 Committees of the Board**

### **Executive Committee**

8.1 There shall be an Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary and Treasurer and such other Directors as may be appointed by the Board.

### **Power to Transact Business**

8.2 Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society during the interim between the meetings of the Board. This committee shall meet at the call of the Chairperson of the Board. A quorum is a majority of members.

### **Finance Committee**

8.3 There shall be a Finance Committee consisting of the Board Chairperson (ex officio), Immediate Past Chair, the Treasurer and such other directors as may be appointed by the Board Chair on the advice of the Board. In addition to advising the Board in respect to all financial aspects of the Society's operations, the Finance Committee shall make recommendations to the Board.

### **Governance Committee**

8.4 There shall be a Governance Committee consisting of the Board Chairperson (ex officio), Vice Chairperson, and such other directors as may be appointed by the Board Chair on the advice of the Board. In addition to advising the Board in all aspects of the governance role, the Governance Committee shall make recommendations to the Board.

### **Quality Assurance Committee**

8.5 There shall be a Quality Assurance Committee consisting of the Board Chairperson (ex officio), Vice Chairperson and such other directors as may be appointed by the Board Chair on the advice of the Board. In addition to advising the Board in respect to all aspects of quality care of all operations of the Society, the Quality Assurance Committee shall make recommendations to the Board. This committee will ensure that all requirements of the Community Care Facilities Act and Regulations are adhered to.

## **Other Committees**

8.6 Additional committees may be created by the Board from time to time whenever it is deemed necessary or desirable.

## **Part 9 Borrowing Powers**

### **Ministry of Health Permission**

9.1 Permission to borrow must be obtained from the Minister of Health.

### **Mortgages**

9.2 Mortgages entered into by the Society shall be filed with the Registrar of Companies, if required. The Greenwoods Eldercare Society will enter into the necessary borrowing arrangements to finance mortgages required.

### **Short-term Borrowing**

9.3 Having received the written approval of the Minister, the Board is hereby authorized to engage in short-term borrowing on behalf of the Society pursuant to a Resolution passed by the Board to meet current operating expenses of the facilities. The total outstanding indebtedness so created by the Board shall at no time exceed the amount that may be stated by the Minister from time to time.

### **Signing of Contracts**

9.4 Contracts signed by the Society must be signed:

- a) by the Chairperson, together with one other director
- b) if the chairperson is unable to provide a signature, by the vice-chairperson together with one other director
- c) if the president and vice-president are both unable to provide signatures, by any two other directors, or
- d) by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 10 Reporting to the Minister of Health**

10.1 a) This society has been designated as a hospital society for the purpose of paragraphs (a) to (e) of section 42.2(3) of the Hospital Act; and  
b) for the purposes of section 42.3 of the Hospital Act, a hospital society must provide to the minister an affidavit, in the form and in the manner set out in Appendix 2, annually no later than 60 days after the conclusion of the fiscal year of the hospital society.

## **Part 11 Executive Director**

### **Senior Manager**

- 11.1 1) The Board shall select and employ an Executive Director who shall be its direct representative in the management of the facility. This Executive Director shall be given the necessary authority and 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 or the Executive Committee.
- 2) The Executive Director will be a Senior Manager for the purposes of the Societies Act.

## **Part 12 Bequests and Donations**

### **Guidance Clause**

- 12.1 The intent of the donor in making a donation or bequest will be considered by the society when administering and using that donation or bequest.

## **Part 13 Previous Constitution Provisions**

*Note: In accordance with Section 245 of the Societies Act, SBC 2015, c.18 (the Act) and Societies Regulation 18 (the Regulations), previously unalterable constitution provisions may not be altered or deleted without prior written consent of the Government of British Columbia Minister(s) therein identified.*

*Note: A unanimous vote of the membership will be required to seek prior written ministerial consent to alter a previously unalterable constitution provision.*

- 13.1 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 member of the Board shall be paid any remuneration for the services rendered to the Society or the facility but may be paid their reasonable expenses in acting as a member. This provision was previously unalterable.
- 13.2 Upon the 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, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be distributed to a charitable organization (or organization) in Canada, registered under the provisions of the Income Tax Act, which shall be

designated by the Board of Directors. Any such assets remaining 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 purpose. This provision was previously unalterable.

- 13.3 The operations of the Society shall be chiefly carried out in Ganges and in the surrounding district, namely School District #64, in the Province of British Columbia. The Society shall not undertake other ventures which are disassociated from the operation of an intermediate care facility without written permission from the Minister of Health, except as provided for in Clause 2 (c) of this Constitution. This provision was previously unalterable.
- 13.4 The Society shall not alter its Constitution and Bylaws without first obtaining written permission of the Minister of Health. This provision was previously unalterable.
- 13.5 The Society is constituted exclusively for charitable purposes and must be carried on without purpose of gain for its members and the society must not distribute any gain, profit, or dividend or otherwise dispose of its assets to a member of the Society without receiving full and valuable consideration and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
- 13.6 The society must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the Society without receiving full and valuable consideration. This provision was previously unalterable.

#### **Part 14      Protection of Affordable Housing Purpose**

- 14.1 The society will not alter or delete the affordable housing purpose set out in Clause 2(a) of its Constitution without first obtaining the written consent of the British Columbia Housing Management Commission and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.