

BYLAWS

PART I INTERPRETATION

1. (a) In these Bylaws, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the reference to persons shall include persons and corporations unless the context specifies otherwise.

“Board” means the Board of Directors of the Society.

“Facilities” means the health facilities owned or operated by the Society known as “Greenwoods”

“Society” means the Greenwoods Eldercare Society

“Director” means a person elected or appointed to serve on the Board of Directors pursuant to these Bylaws.

“Membership year” means the year that runs from the beginning of the Annual General Meeting to the beginning of the next Annual General Meeting.

“Minister” means the Minister of Health of the Province of British Columbia.

“Executive Director” means a person engaged by the Society to manage the facility.

“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

(b) This Society is a Reporting Society.

PART II MEMBERSHIP

2. The members of the Society shall be those persons who are not disqualified by these Bylaws, who have reached 19 years of age who have made written application for membership in the Society, who have paid an annual membership fee of Five Dollars (\$5) and who are resident at the effective date of application in one of the following zones:

Zone 1 - Salt Spring Island, together with the other islands adjacent thereto, excluding the islands comprised in the other zones prescribed herein;

Zone 2 - North Pender Island, Southern Pender Island, Prevost Island and all islands immediately adjacent thereto;

Zone 3 - Saturna Island, Samuel Island and all islands immediately adjacent thereto;

Zone 4 - Mayne Island and all islands immediately adjacent thereto; and

Zone 5 - Galiano Island and all islands immediately adjacent thereto.

Where a question arises regarding the zone in which any of the above-mentioned adjacent islands are located, the Board shall make a determination and its decision shall be final.

3. Zone Annual Members shall be those persons who reside in the specified zones, who are not disqualified by the bylaws, who have contributed to the Society a sum as may be determined from time to time by the Board for membership during the current year.

The general membership dues shall be determined at the Annual General Meeting.

4. An Annual Member in good standing may renew his/her membership in the Society for the following membership year by contributing the required sum to the Society, prior to the commencement of the said membership year.

5. Annual membership shall be immediately terminated by failure on the part of the member to renew his/her membership as provided herein.

6. A person joining the Society or a former member who rejoins the Society shall not be entitled to vote at any meeting of the Society which is held within thirty (30) days of the date on which the application was submitted. Notification will be published in the local newspaper six (6) weeks in advance of the Annual General Meeting.

7. All members who are in good standing except a member who has failed to pay any subscription or debt due and owing by him/her to the Society, and he/she is not in good standing so long as the debt remains unpaid.

8. Life Members shall be those persons nineteen years of age and over who are elected to life membership by members of the Society and who

(a) have contributed a sum of money to the Society set by the Society by ordinary resolution at the Annual General Meeting; and/or

(b) have, in the opinion of the Board, substantially contributed to the well-being of the Society

and they shall have all privileges of Zone and Annual membership, 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.

9. 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 any 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, preferably on the local scene, and they shall have all the privileges of Zone and 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.

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Corrections passed at AGM Sept. 24 2015

10. Employees of the Society may become members of the Society in the categories to which they are entitled, but shall not be eligible to serve on the Board of Directors of the Society.

11. A person shall cease to be a member of the Society:
 - (a) by delivery of his/her resignation in writing to the Secretary of the Society or by mailing or delivery of it to the address of the Society; or
 - (b) on being expelled; or
 - (c) on non-compliance with Bylaws 2, 4, or 5; or
 - (d) on his/her death.

12. (a) Any 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.
 - (b) The person who is the subject of the proposed Resolution for Expulsion shall be given the opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

13. (a) Any voting member who resides within the Zones, as specified in Bylaw 16 (a) of these Bylaws, may hold office except those excluded by Bylaws 10 and 21.
 - (b) Every member shall uphold the Constitution and comply with these Bylaws.

14. Inactive Members are society members who choose not to renew their annual membership at the Annual General Meeting, or who notify the society in writing that they wish to become inactive. At any time Inactive Members can renew their active membership by indicating in writing their intention to become active members again and by paying the required annual fee.

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Annual membership shall be immediately terminated by failure on the part of the member to renew his/her membership as provided herein.

PART III BOARD OF DIRECTORS

14. 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. The Board shall have control and management of the facility and may make rules or regulations governing its operation which are not inconsistent with the provisions of these Bylaws or of any statute or the regulations passed thereunder.

15. 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 (1) person who shall be the Immediate Past Chair, provided he/she is a member of the Society in good standing, who shall serve a term of one (1) year, notwithstanding he/she shall have previously served for three (3) consecutive terms as a Director.

Each appointed Director shall be deemed to be a member of the Society during his/her term of office for the purposes of the Society Act, and an appointed Director is eligible to become an officer of the Society and a member of the Executive Committee.

16. (a) The Chair or the Executive Director shall give notice of meetings of the members in each Zone prior to the Annual General Meeting in each year for the purpose of nominating the Director or Directors as the case may be for each Zone in the ensuing year. Such notice shall be given to all members in each Zone in the manner specified for meeting of the Society in Bylaw 64 hereof.

(b) The Director or Directors shall be elected by secret ballot at the Annual General Meeting.

(c) The quorum for a meeting of the Board of Directors is the majority of Directors in office from time to time.

(d) Where a question arises regarding the Zone in which any of the above-mentioned adjacent islands is located, the Board shall make a determination and its decision shall be final.

(e) The re-designation of Zones affected by this section shall in no way affect the right of a Director who was elected before this section of the by-laws became effective to continue to serve his/her full term on the Board.

17. 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. For the purpose of this Bylaw, "year" shall mean the "membership year" as defined in **Part I Interpretation**

18. Where a person ceases to be an elected Director before the expiration of his/her term for any cause, the Board shall within a period of one month appoint a member of the Society to fill the vacancy until the date of the next Annual General Meeting, at which time the Society members in the zone concerned shall elect a member to serve for the unexpired portion of the term then remaining. If the Board fails to fill a vacancy as provided herein, the Members of the Society may take such action as is deemed necessary to keep the Board Membership up to full strength.

19. No person shall be eligible for election as a Board member for more than nine (9) consecutive years, except as provided in Bylaw 15 (b) for the Immediate Past Chair, but after the expiration of one (1) year he/she shall again be eligible for election as a Director. Any term of appointment to the Board of Directors shall not be considered part of the maximum nine (9) years of elected service as a Director.

20. No person shall be qualified for election as a Director unless he/she is a member of the Society.

21. (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 who is resident in, or receiving care from a facility operated by the Society, shall be eligible to become a Director. The provisions of this clause shall not apply to a Director who subsequent to becoming a Director requires temporary care from the facility for a period not exceeding one year.

22. The Board shall have power to make contracts and enter into agreements on behalf of the Society. Orders for all purchases of material, supplies, equipment, construction or repair services which will cost more than the limit set by resolution of the Board shall be issued only on the written authority of the Board and the Board shall not issue any such orders until tenders or competitive quotations have been secured and reviewed by the Board. In respect of contracts or purchase orders which will individually cost less than the sum specified therein the Executive Director shall have the power to make contracts and enter into agreements on behalf of the Society, and wherever practicable or possible shall secure and review tenders or competitive quotations before signing or issuing any such contract or purchase order.

23. In observance of Clause 3 of the Constitution, no member of the Board shall accept any remuneration for services rendered to the Society and no member of the Board or employee of the Society shall have any financial interest in any purchase order or contract entered into or issued on behalf of the Society. Neither the Society nor the Board shall deal with an incorporated company if a member of the Board or an employee of the Society is a majority shareholder of such a company. The Society or the Board may deal with an incorporated company if a member of the Board is a Director or minority shareholder of such company provided that such member refrains from voting at meetings of the Board on any matter affecting such company.

The provisions of this section shall not apply to:

- (a) a Society employee's contract of employment, or
- (b) the reimbursement of a Director in respect of expenses incurred with the Board's approval in carrying out the business of the Society, or
- (c) the situation where no resident of the community in which the facility is situated other than a Director is capable of providing,

either personally or through an incorporated company of which the Director is a majority shareholder, the goods or services required by the facility. Provided that such a Director shall not participate in discussions or vote at a meeting of the Board or the Executive Committee on any matter connected with a purchase order that affects him/her either directly or indirectly.

24. a) An elected Director may be removed from office by a special resolution of the Society passed by a three-quarters majority of the members present at a General Meeting of the Society. Such a resolution shall not be proposed by the Board unless consideration is given to the matter at a Special Board meeting of which notice must be given to the Directors at least one month before the date of the said Special Meeting and the notice calling the Special Meeting shall specify the intention to consider proposal of the special resolution. A copy of any such special resolution passed by the members shall be sent by registered mail to the Director named therein.

b) Should a dispute arise over the performance of an appointed Director, consideration of the matter shall be given at a special meeting of the Board of Directors, notice of which shall be given at least one month before the date of the said special meeting. The notice calling the special meeting shall specify the intention to consider a special resolution dealing with the performance of a named appointed Director. Should the Board deem that further action is required to address the identified performance difficulties, the Board Chair will communicate with the appointing agency and may request the Director be replaced or request such other action be taken as the Board might deem appropriate.

25. a) In the event that an elected Director fails to attend three (3) consecutive meetings of the Board, or if his/her attendance at all meetings in any one calendar year drops below 75 percent, his/her service in office shall be deemed terminated, unless cause satisfactory to the Board is presented, preferably in writing.

b) Should the attendance of an appointed Director fall below the standards outlined in 25 (a) above, the Board Chair, with the support of a Board resolution shall take the matter up with the appointing agency. The Board may request the appointing agency to replace the Director

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or request such other action be taken as the Board might deem appropriate.

PART IV OFFICERS

26. Subject to the provisions of Bylaw 32, the officers shall be a Chair, Vice-Chair and a Treasurer who shall be elected annually by the Board from amongst its membership at its first regular meeting immediately following the Annual General Meeting of the Society each year and shall hold office for the term of one year or until their successors are chosen. The Immediate Past Chair, if still a member of the Board and in good standing, shall be considered an Officer.

27. The Chair shall preside at all meetings of the Society and the Board and shall have the powers and duties generally pertaining to his/her office. He/She shall be a member ex-officio of all committees except the Nominating Committee.

28. The Vice-Chair shall in absence or disability of the Chair possess all powers and perform all of the duties of the Chair.

29. The Treasurer shall have custody and control of all securities and funds; see that full and accurate records are kept thereof; make an annual report in writing showing the financial condition of the Society and the results of the yearly operation of the Society, and see that any other financial reports which the Board may from time to time require are prepared and presented. He/she shall have the powers and duties generally pertaining to his/her office, and shall give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board shall from time to time determine.

30. The Board may appoint the Executive Director or some other employee of the Society to be the Secretary, but such appointment shall not confer upon the Executive Director either membership on the Board, or the right to vote on any matter which comes before the Society, the Board, or any Committee established under these Bylaws.

31. If a Secretary is not appointed, pursuant to Bylaw 30, the Board shall annually elect a Secretary from among its membership in the manner and for the term prescribed in Bylaw 26, and such a person shall be an Officer of the Board and empowered to vote at all meetings of the Society, the Board and the Executive Committee.

32. The Immediate Past Chair's duties will be to preside over the Nominating Committee and be a voting member of the Executive Committee, if a member in good standing with the Society.

PART V COMMITTEES

33. There shall be an Executive Committee consisting of the Board Chair, the Immediate Past Chair, the Board Vice-Chair, the Treasurer of the Board, and such other Directors as may be appointed by the Board Chair on the advice of the Board. The Board Chair shall be the Chair of the Executive Committee and in his/her absence the Board Vice-Chair shall act as Committee Chair. The Executive Director shall be the Secretary of the Executive Committee but shall not be entitled to vote.

34. Subject to the control of the Board, the Executive Committee shall have 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 Chair or of any two (2) members thereof. A majority of voting members shall constitute a quorum.

35. There shall be a Finance Committee consisting of the Board Chair, the Immediate Past Chair, the Board Vice-Chair, the Treasurer of the Board, and such other Directors as may be appointed by the Board Chair on the advice of the Board. A majority of voting members shall constitute a quorum. The Treasurer shall be the Chair. The Executive Director shall be the Secretary of the Finance Committee but shall not be entitled to vote. 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 regarding purchase and sale of securities in accordance with the Society Act, the investment of funds and administration of any endowment or gifts received.

36. There shall be a Nominating Committee consisting of three (3) members of the Board, one of whom shall act as Chair and one member of the Society who is not a Director of the Society. The Executive Director shall act as a staff advisor to the Committee (without a vote). Two voting members of the said Committee shall constitute a quorum. The Immediate Past Chair shall be the Chair of the Committee if still a member of the Board and in good standing. In the absence of the Immediate Past Chair, the Chair shall appoint a Chair of the Committee. No other person shall serve as a member of the Nominating Committee for more than three consecutive terms but

he shall be eligible for re-appointment one year thereafter. The elected officers of the Society and those members whose terms expire at the next Annual General Meeting (except for Immediate Past Chair) shall not be eligible for appointment to the Nominating Committee. If a member of the Nominating Committee fails to serve out the full term for any cause, the Board shall forthwith appoint a replacement for the remainder of the unexpired term.

37. The Nominating Committee shall present at meetings of the Society nominations for membership on the Board. At the first meeting of the Board, after the Annual General Meeting, the Nominating Committee shall present nominations for Officers subject to the provisions of Bylaws 26 and 31. The Board may establish such rules and procedures for the presentation and consideration of names as it from time to time considers are in the best interests of the Society. Any member of the Society may present additional nominations for election to the Board at a meeting providing written consent has been obtained that persons nominated as Directors are prepared to serve, if elected.

38. 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 purposes 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 special committee shall be dissolved by the Board.

PART VI MEETINGS

39. The Annual General Meeting shall be held once in every calendar year and not more than fifteen (15) months after the date of adjournment of the last preceding Annual General Meeting.

40. (a) The Directors of the Society shall, on the requisition of 10% or more of the voting members of the Society, herein called the "requisitionists", forthwith convene a General Meeting of the Society.

b) The requisition shall

- i) state the purpose of the General Meeting
- ii) be signed by the requisitionists, and
- iii) be delivered or sent by registered mail to the address of the Society, and may consist of several documents in like form each signed by one or more requisitionists.

c) Such a requisition shall be acted on by the Directors in accordance with the Society Act.

d) Where such a requisition indicates the expulsion of a member or the removal of a Director reference to such matter shall be contained in the notice calling the general meeting.

41. Ten (10) voting members shall constitute a quorum at any meeting of the Society and a majority of Directors in office from time to time shall constitute a quorum at any meeting of the Board.

42. The Annual General Meeting of the Board shall be held on the same day as the Annual General Meeting of the Society. Regular monthly meetings of the Board shall be held on a day fixed by the Board, except as provided by Bylaw 17.

43. The first regular meeting of the Board in each year shall immediately follow the Annual General Meeting of the Society, and no notice of such meeting need be given to the members of the Board.

44. Special meetings of the Board may be called by the Chair and shall be convened by him/her or the Executive Director within ten days of the receipt at the office of the Executive Director of a written

request setting forth the business to be dealt with and signed by at least four members of the Board.

Emergency meetings of the Board may be called, provided all reasonable steps are taken to notify every Director in regard thereto.

45. Voting shall be by show of hands unless a majority of the members present shall otherwise determine. The Chair shall not vote except in case of a tie, when he/she may cast the deciding vote. At all meetings of the Society, each member in good standing who is present shall be entitled to one vote on his/her 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 three-quarters majority of the members present have voted in favour of the said special resolution at a meeting of the Society provided the notice calling the said meeting specified the intention to propose such a resolution.

46. (a) Voting by proxy shall not be allowed.

b) In the event that a member of the Board is unable to attend a meeting of the Board or of the Greenwoods Eldercare Society, due to ill health or transportation difficulties which make attendance impractical, that member shall be entitled to vote on any motion by a telephone conference call, in which all Board members present at that time shall participate. Any such vote shall be recorded in the minutes of the meeting but if not confirmed in writing within seven days of the date of the meeting shall be nullified.

47. Where a meeting of the Society or the Board cannot be held due to the lack of a quorum, such a meeting shall be deemed to be adjourned to a future date, which may be determined by those members present at the meeting place or failing that, by any two members of the Board, which will allow sufficient time for at least two days' prior notice of the adjournment date to be given to the persons concerned either by mail, newspaper advertisement, or otherwise. The quorum requirements of these Bylaws shall not apply to the holding of such an adjourned meeting.

48. Except where otherwise provided by the Society or these Bylaws, all matters of procedure at any meeting of the Society or the Board

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shall be decided in accordance with Robert's Rules of Order Newly Revised.

PART VII FISCAL YEAR AND AUDIT OF ACCOUNTS

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

50. The accounts of the Society shall be audited by an auditor who holds the professional qualifications as specified in the Society Act and who is otherwise eligible under the provisions of the said Act.

51. The Board shall fill all vacancies occurring in the office of the auditor.

52. (a) At each Annual General Meeting, the Society shall appoint an Auditor to hold office until he/she is re-appointed or his/her successor is appointed at the next Annual General Meeting.

b) The remuneration of the Auditor of the Society shall be fixed by the Board.

53. An auditor may be removed by ordinary Resolution.

54. An auditor shall be informed forthwith in writing of appointment or removal.

55. The auditor shall attend General Meetings.

56. No director and no employee of the Society shall be auditor.

PART VIII INSPECTION OF BOOKS AND RECORDS

57. The books and records of the Society shall be open to the inspection of the members of the Society, and any member who wishes to make such an inspection shall apply in writing to the Secretary/Treasurer. Upon receipt of such an application, the Secretary/Treasurer shall forthwith bring the same to the attention of the Board or the Executive Committee, which 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 one (1) week from the day on which the Secretary/Treasurer received the said application. The provisions of this bylaw shall only apply to:

- a) records related to financial transactions of the Society, and
- b) the minutes of all meetings of the Society, but excluding:
 - (i) the minutes of all meetings of the Board;
 - (ii) any matters concerning a resident/client's condition or the programme being given to a resident/client; and
 - (iii) any matters concerning the staff which are deemed to be confidential by the Board.

All medical records of the facility are deemed to be confidential and are, therefore, not open to the inspection of the membership.

PART IX BORROWING POWERS

58. Mortgages entered into the by the Society shall be filed with the Registrar of Companies if required by the Society Act. The Greenwoods Eldercare Society will enter into the necessary borrowing arrangements to finance the Greenwoods Assisted Living Project planned for completion September 2006. These arrangements in the form of a mortgage will be filed with the Registrar of Companies if required by the Society Act.

59. After it has 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 specified by the Minister from time to time.

PART X SEAL

60. The Board may provide a common seal for the Society, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

61. The seal of the Society shall be in the custody of the Secretary/Treasurer. It shall not be affixed to any document except by authority of a Resolution of the Board and in the presence of such officers or persons as may be prescribed by such Resolution or, if none be so prescribed, in the presence of the Chairman or Vice-Chairman, and any one (1) other member of the Board of Directors, and such persons shall sign every document to which the seal of the Society is affixed.

PART XI EXECUTIVE DIRECTOR

62. The Board shall select and employ a competent 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.

PART XII MEMBERSHIP NOTIFICATION

63. a) A notice may be given to a member, either personally or by mail to him/her at his/her registered address.

b) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put into a Canadian Post Office receptacle.

64. Notification may be given in accordance with Section 38 Subsection 3 of the Society Act which allows for notification by publication in a local newspaper. Permission granted by the order of the Registrar of Companies dated the 18th day of March 1980.

65. a) Notice of a General Meeting shall be given to:

- i) every member shown on the register of members on the day notice is given, and
- ii) the Auditor

b) No other person is entitled to receive a notice of a General Meeting.

66. Fourteen (14) days written notice shall be given to members prior to presentation of a Special Resolution.

PART XIII ACCESS AND AMENDMENTS TO BYLAWS

67. On being admitted to membership, a member is entitled to and the Society shall give him/her a copy of the Constitution and Bylaws, on request.
68. Subject to the prior approval of the Minister, these Bylaws may be amended or re-enacted by a Special Resolution.