



Cranbrook Kimberley Hospice Society Constitution

1. The name of the society is Cranbrook Kimberley Hospice Society.
2. The purposes of the Society are:
 - To assist clients with terminal and serious illness with emotional support
 - To assist families and friends of clients with serious and terminal illness during the process of providing palliative care, and through the bereavement process.
 - To assist clients who are experiencing social isolation and depression through volunteer services
 - To develop and expand volunteer services for seniors and others in need
 - To develop Hospice care to the terminally ill client



Cranbrook Kimberley Hospice Society

Bylaws

Part I – Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - a. “Act” means the *Societies Act* SBC 2015 of British Columbia as amended from time to time;
 - b. “Board” means the Board of Directors of the Society;
 - c. “Bylaws” means these Bylaws as altered from time to time
 - d. “Director” means a person elected or appointed to serve on the Board pursuant to these Bylaws;
 - e. “Society” means the Cranbrook Kimberley Hospice Society;
 - f. “Hospice” means the community program established in Cranbrook by the Society;
 - g. “Mail” includes regular mail, and electronic means of communication in the form of email or fax;
2. The definitions in the Act apply to these Bylaws.
3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.
4. In these Bylaws, words importing the male person include a female person and a female person includes a male person, and either work includes a corporation; words importing the singular include the plural and vice versa.

Part II – Membership

5. 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 in respect to the membership year, which shall extend for one calendar year from the date of payment of annual dues. A Corporation may be admitted to membership. Calendar year runs from April 1st to March 31st and membership dues will be pro-rated on a quarterly basis.
6. All members who have paid their annual dues are in good standing. Their membership shall be immediately terminated by failure to renew.
7. A member in good standing may automatically renew his membership in the Society for the following membership year by contributing to the Society prior to the commencement of the

said membership year the required annual membership dues.

8. The annual membership dues shall be ratified at the Annual General Meeting.
9. 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 or Board that is held within 30 days of the date on which such a person pays the membership dues in effect on the date of the joining. This does not include renewals.
10. Every member shall uphold the constitution and comply with the Bylaws of the Society.
11. Honorary life membership may be granted by a majority vote of the members of the Board 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. This person may be nominated by any member of the Society and such request be submitted in writing to the Board or Designate.
12. Except as herein provided, every member of the Society shall be entitled to hold office and vote at all meetings of the Society.
13. No employee of the Society shall be eligible for membership in the Society.
14. A person shall cease to be a member of the Society:
 - a. By delivering his resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - b. On his death, or in the case of a corporation on dissolution, or
 - c. By being expelled pursuant to Section 15 of these Bylaws, or
 - d. On non-compliance with Section 5 of these Bylaws.
15. In compliance with the procedure set out in in the Act a member may be expelled by special resolution of the members passed at a general meeting, and in accordance with the Act, 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.

Part III – Board of Directors

16. The property and affairs of the Cranbrook Kimberley Hospice Society shall be managed by a board of Directors who are paid up members of the Society in which shall be vested with full control of the operating assets, liabilities, revenues, expenditures, programs and policies of the Society. The board shall have the control and management of all the Societies affairs including approval or denial of programs and policies, and may make rules or regulations governing all operations that are not inconsistent with the provisions of these Bylaws or any stature or regulation passed hereunder.
17. The Board of Directors shall consist of no fewer than 7 and no more than 12 Directors.
18. Directors
 - a. The terms of office of the elected Directors shall be (equally divided and) staggered for re-election or replacement each year. Thereafter, as the term of each elected Director expires,

his successor shall be elected by the Society at an Annual General Meeting and serve for a term of two years.

- b. Where a person ceases to be an elected Director for any cause the Board may appoint a member of the Society to fill the vacancy until the date of the next Annual General Meeting, at which time the Society shall elect a member to serve for the unexpired portion of the term then remaining, if any. If the Board fails to fill a vacancy then as provided therein, the members of the Society may take such action as is deemed necessary to keep the Board membership up to full strength.
 - c. A Director appointed by the Board to fill a vacancy ceases to be a at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
 - d. No person shall be qualified for election as a unless he is a member of the Society but he may become a member of the Society and be elected to the Board at the same meeting. The provisions of Section 5 of these Bylaws shall apply to such person.
 - e. An elected may be removed from office by a special resolution of the Society passed by two-thirds (2/3) of the members present at a meeting of the Society, provided the notice of meeting specified that such a matter was to be placed before the members.
- 19.** In the event that an elected or appointed fails to attend three consecutive meetings of the Board or if his attendance at all meetings in any one calendar year drops below seventy-five percent, his service in office may be deemed terminated, unless cause satisfactory in writing is presented to the Board.
- 20.** Every in exercising his powers and performing his duties, shall act honestly and in good faith and in the best interests of the Society, and exercise with care, diligence and skill of a reasonably prudent person.
- 21.** The Board shall have the power to make contracts and enter into agreements on behalf of the Society.
- 22.** Subject to Sections 23, 24 and 55 of these Bylaws, no member of the Society shall accept any remuneration for services rendered to the Society, and no member of the Board or employee of the Society shall have direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society, or the facility operated by the Society, unless pursuant to Section 25 of these Bylaws, such member shall absent himself from the meeting while the matter is being discussed and a vote taken in any matter affecting such an interest in a contract. The provisions of this Bylaw shall not apply to the reimbursement of a Director in respect to expenses incurred with the Board's approval in carrying out the business of the Society.
- 23.** These Bylaws do not permit the Society to pay a Director remuneration for being a director, but the society may, subject to the Act, and Section 55 of these Bylaws, pay remuneration to a Director for services provided by the Director to the Society in another capacity.
- 24.** 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 his duty or interest as a Director, or
- c. By virtue of a personal or family relationship may be seen to be in a position that may conflict with his duty or interest as a Director shall declare the nature and extent of his interest in such contract or transaction or of the conflict with his duty and interest as a Director; and such declaration shall be made at the first opportunity therefore, or at the first meeting after the relevant facts come to the Directors attention.
- d. A shall not vote in respect of the approval of any contract or transaction in which he is directly or indirectly interested, or in respect of any matter whereby a conflict or 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 he does vote, his vote shall not be counted in the quorum present at the meeting of the Directors at which a vote is taken in respect thereto.
- e. Every referred to in Clauses 24(a) and (b) hereof shall account to the Society for any profit made as a consequence of the Board entering into or performing a proposed contract, transaction or arrangement, unless:
 - i. He discloses his interest as provided herein;
 - ii. After disclosure the proposed contract, transaction or arrangement is approved by the Directors; and
 - iii. He abstains from voting on the approval of the proposed contract or transaction; or unless:
 - iv. He makes disclosure at the first meeting after the relevant facts come to his knowledge and the Board either reconfirms the contract, transaction or arrangement or waives the necessity of disclosure considering all the circumstances; or he makes full disclosure of the nature and extent of his interest in the contract, or transaction or arrangement and thereafter it is approved by a resolution of the Board.

Part IV – Officers

25 . Directors must be elected or appointed to the following Board positions:

- a. President;
- b. Vice-President;
- c. Treasurer;
- d. Secretary and,
- e. Director of Volunteers.

26 . Except as provided in Section 28 and 29 of these Bylaws, the foregoing Officers of the Board shall be elected annually by the Board from among its membership at its first regular meeting immediately following the Annual General Meeting of the society in each year and shall hold office for a term of one year and until their successors are chosen. Where a vacancy occurs in the position of President, the Board shall fill it with the Vice-President or Treasurer for the

unexpired term.

27. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties
28. Upon completing his term, the President will assume the position of Past President for one-year immediately following the election of the new President. The past president will be a full voting member of the Society's Board.
29. The Director of Volunteers shall be chosen by the Volunteers, excluding Board members and employees from the volunteer membership, prior to the Annual General Meeting, with the name and contact of the chosen person being presented to the Board for appointment. The of Volunteers shall report directly to the Board at each Board meeting, or as requested by the Board of Directors.
30. The President shall preside at all meetings of the Society and of the Board and shall have the powers and duties generally pertaining to his office and he shall be a member ex officio of all committees.
31. The Vice-President is the vice-chair of the Board and shall, in the absence of the President, possess all the powers and perform all the duties of the President, and is responsible for carrying out the duties of the President if the President is unable to act.
32. The Board shall annually elect a Secretary and a Treasurer, or a Secretary-Treasurer, from among its membership in the manner and for the term prescribed by Section 26 of these Bylaws and such a person shall be an officer of the Board.
33. The treasurer shall serve as Chairman of the Finance Committee.
34. 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 such financial records, including books of account as are necessary to comply with the Act;
 - c. Ensuring that full and accurate records are kept of the Society;
 - d. Making an annual report in writing showing the financial condition of the Society and the results of the yearly operation of the society and ensure that any other financial reports that the Board may from time to time require are prepared and presented;
 - e. Making the Society's filings respecting taxes.
35. The secretary shall:
 - a. Conduct the correspondence of the Society;
 - b. Issue notices of all general and special meetings of the Society and the Board;
 - c. Keep minutes of all meetings of the Society, the Board and the Executive Committee;
 - d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer;

- e. Maintain a register of members;
 - f. Filing the annual report of the Society and making any other filings with the registrar under the Act.
36. In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.
37. An officer may be removed and replaced, before the expiration of his term of office, in accordance with the procedures outlined in Clauses 18(b) and (d) of these Bylaws

Part V – Committees

38. There shall be an Executive Committee consisting of three Directors including the President or the Vice-President elected annually by the Board at the first meeting thereof held after the Annual General Meeting. The President of the Board shall act as Chairman of the Executive Committee and in his absence the Vice-President shall be Chairman. Minutes of each meeting will be recorded.
39. Subject to control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between the meetings of Board. Three members shall constitute a quorum. The Executive Committee shall meet at the call of the President or of any two members thereof.
40. The Board shall appoint all Committee Chairpersons, including the appointment of the treasurer as Chairman of the Finance Committee pursuant to Section 32 of these Bylaws.
41. The Board of Directors may create additional committees 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, the Board shall dissolve such a committee.

Part VI – Meetings

General Meetings of the Members

42. 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.
43. Not less than fourteen days' written notice of a general meeting of the Society shall be given to each member entitled to receive such notice.
44. Notice of a general meeting shall be mailed by ordinary mail, emailed or delivered to each member at his registered address or email address, as listed in the Register of Members on the date notice is to be given. Notice shall be posted in the local newspaper no fewer than 2 times.
45. Notice of Annual General Meeting of the Society shall state the business to be transacted, other than ordinary business, and no business other than that stated in this notice shall be

transacted. 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.

46. The order of business at Annual 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, including any matters about which notice has been given to the members in the notice of meeting;
- h. terminate the meeting.

47. A general meeting of the Society shall be called by the President and such meeting shall be convened by the President within twenty-one days of the receipt of a written request stating the purpose of the general meeting and signed by ten percent or more of the voting members of the Society. The request shall be mailed, emailed or delivered to the office of the Society and the date on which it is received shall be deemed the day on which the Board received it.

48. Ten percent (10%) of members shall constitute a quorum at any meeting of the Society;

49. A corporate member may vote by its authorize representative 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.

Board Meetings

50. Regular monthly meetings of the Board shall be held six (6) times per year on a day fixed by the Board except as provided in Sections 51 and 53 of these Bylaws.
51. 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.
52. In addition to the regular meetings of the Board, the President may call special meetings of the Board with such meetings to be convened by the President by written notice to the Board members stating the purpose of the special meeting.
53. Except as provided in these Bylaws, written notice of all meetings of the Board, other than the first regular meeting of the year, shall be mailed by ordinary mail, emailed or delivered to each Director at least four days before the date of the meeting. Notice of a special meeting of the Board shall state the business to be transacted and no business other than that stated in this notice shall be transacted.
54. 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.
55. The quorum for the transaction of business at a directors' meeting is a majority of the directors.
56. When a general meeting of the Society or a special meeting of the Board has been requested in writing in accordance with Sections 47 and 52 of these Bylaws and such meeting has not been held within the prescribed times, the members or directors who originated the request may proceed as follows:
 - a. The requestor referred to in Section 47 or 52 of these Bylaws, or a majority of them, may themselves convene a general meeting in accordance with the provisions of the Act;
 - b. A Director may issue a notice of meeting of the Board in the form and manner prescribed by these Bylaws and such a notice shall be signed by a majority of the Directors who requested the meeting.

Conduct of Meetings

57. The President, or in his absence the Vice-President, shall preside as Chairman at every meeting of the Society and of the Board and if there is no Chairman present within thirty minutes 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 Chairman at that meeting.
58. At all meetings of the Society or the Board, voting shall be by show of hands unless a

majority of the members shall otherwise determine. The Chairman may vote but if he does so and a tie results, he 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 his behalf.

59. In the event that a meeting of the Society or the Board 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 or by any two Directors. The date of the adjourned meeting shall allow sufficient time for notice of the adjournment to be mailed, emailed or delivered to the persons concerned. The quorum requirements of these Bylaws shall not apply to the holding of such an adjourned meeting.
60. 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 VII-Fiscal Year and Preparation of Annual Account

61. The fiscal year of the society shall be for the twelve-month period ending March 31st.
62. The annual accounts of the Society shall be prepared on the basis of a review engagement report by a person who hold professional qualifications as specified in the Act and who is otherwise eligible under the provisions of the Act.
63. At each Annual General Meeting the Society shall appoint an accountant who shall hold office until he is reappointed or a successor is appointed at the next Annual General Meeting.
64. An accountant may be removed by ordinary resolution.
65. An accountant shall be informed forthwith in writing of appointment or removal.
66. An accountant may attend general meetings.
67. No and no employee of the Society shall be the accountant.

Part VIII – Borrowing

68. The Society may borrow, raise or secure the payment of monies in such a manner and amount as shall be sanctioned by the resolution of the Board. No debentures shall be issued without the sanction of a special resolution. Investments shall be restricted to those investments permitted under *The Trustee Act* of British Columbia.
69. The Board is hereby authorized to engage in short-term borrowing on behalf of the Society pursuant to a resolution passed by the Board, in order to meet the current operating expenses of the Hospice program.

Part IX – Inspection of Books and Records

70. The books and records of the Society required to be open to inspection by a member pursuant to the Act, shall be open to inspection by the members of the Society and any member who wishes to make such an inspection shall apply in writing to the Secretary.

71. 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 one week from the day on which the Secretary receives the said application. The provision of this Section shall apply to:
- a. Records relating to financial transactions of the Society;
 - b. The minutes of all general meetings of the Society; and,
 - c. Such other books and records required to be open to inspection by a member pursuant to the Act.
72. The following records shall not be open to inspection by the members including:
- a. Any matters concerning medical information about a person assisted by the program;
 - b. Any matters concerning the staff that is deemed to be confidential by the Board; and,

Part X – Signing authority

73. A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a. By the president, together with one other director;
 - b. If the president is unable to provide a signature, by the vice-president together with one other director;
 - c. If the president and vice-president are both unable to provide signatures, by any 2 other directors; or
 - d. In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
74. The Board may provide a common seal for the Society, and the Board shall have the power from time to time to destroy it and substantiate a new seal in place of the seal destroyed.
75. Where the Board provides for a common seal for the Society it shall be in the custody of the Secretary.

Part XI – Bylaws

76. On being admitted to membership, a member is entitled to a copy of the Society's Constitution and Bylaws to be made available to the member upon request, without charge.
77. These Bylaws may be amended or altered from time to time, by Special Resolution, with such amendment or alteration to take effect upon filing the amendment or alteration with the registrar in accordance with the Act.