

West Coast General Hospital Foundation Society

Certificate of Incorporation No S0026501

Societies Act

CONSTITUTION

- 1) The name of the Society is WEST COAST GENERAL HOSPITAL FOUNDATION (hereinafter referred to as "the Society").
- 2) The purposes of the Society are:
 - (a) to promote and further health care initiatives of the Alberni Valley and the West Coast Communities;
 - (b) to provide a medium for bequests, endowments and donations for the furtherance of health care in the region.

Bylaws of the West Coast General Hospital Foundation (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 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.

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, prevail.

PART 2 – MEMBERS

Eligibility for Membership

2.1 A person is eligible for membership in the Society who:

- (a) is a resident of the Regional District of Alberni-Clayoquot;
- (b) is 19 years of age and over;
- (c) upholds the constitution of the Society and complies with these Bylaws;
- (d) has donated a minimum of \$100 to the Society in its current or last fiscal year; and
- (e) is not an employee of the Society or of a wholly owned subsidiary of the Society.

Application for Membership

2.2 A person who meets the requirements of s. 2.1 may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application. A person may only hold one membership regardless of any amount donated in excess of \$100.

Termination of Membership

- 2.3** Notwithstanding the foregoing, a membership expires 90 days after the fiscal year end in which the member made the most recent donation.
- 2.4** Membership of any member may be terminated by a vote of 75% of the directors for actions, which in the view of the Board, are detrimental to the success or future 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) 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; and

- (f) business arising out of a report of the directors not requiring the passing of 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.

Chair of General Meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, 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 president,
 - (ii) the vice-president, if the president is unable to preside as the chair,or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president 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 to preside as the chair.

Quorum Required

- 3.6** 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

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of Quorum at Commencement of Meeting

- 3.8** 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, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

3.9 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

3.10 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

3.11 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

3.12 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 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.

Methods of Voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of Result

3.14 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

3.15 Voting by proxy is not permitted.

Matters Decided at General Meeting by Ordinary Resolution

3.16 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.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than three and no more than nine directors.

Election or Appointment of Directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Terms of Directors

4.3 The directors shall retire from office at each annual general meeting but are eligible for re-election to a maximum of 10 one year terms.

Directors May Fill Casual Vacancy on Board

- 4.4** 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

- 4.5** 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.

Termination of Directors

- 4.6** If any director:
- (a) sends his or her written resignation as a director to the president or to the registered office of the Society;
 - (b) is suspended or expelled from the Society in accordance with these Bylaws; or
 - (c) without prior explanation acceptable to the president fails to attend two consecutive meetings or three meetings in any 12 month period

Then such director shall thereupon immediately cease to be a director and, if such director is also an officer, shall also thereupon immediately cease to be an officer, without any further action required by the Board of directors. The president shall be authorized to file a Notice of Change of directors at the Office of the British Columbia Registrar of Companies evidencing the removal of such director from the Board of directors and, if applicable, as an officer.

PART 5 – DIRECTORS' MEETINGS

Calling Directors' Meeting

- 5.1** A directors' meeting may be called by the president or by any two other directors.

Notice of Directors' Meeting

- 5.2** At least two 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.

Methods of Voting

5.6 A resolution in writing signed by each director shall be as valid and effectual as if it had been passed at a meeting of directors duly called and held. Such resolutions may be in one or more counterparts each signed by one or more directors, which together shall be deemed to constitute one resolution in writing. Any such resolution may be delivered by facsimile, email or any other electronic means. Such resolution shall be filed with the minutes of the proceeding of the directors and shall be effective on the date stated therein.

5.7 Directors who are unable to attend a meeting may deliver their vote in writing to the president prior to the meeting. Telephone or video conferences to conduct meetings of the directors are permitted provided that all directors have received notice of such meeting and a quorum participates in such telephone or video conference.

PART 6 – BOARD POSITIONS

Election or Appointment of Officers to the Board

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

- (a) president;
- (b) vice-president;
- (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 President

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

Role of Vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for:

- (a) carrying out the duties of the president if the president is unable to act.
- (b) supporting the president of the Board in carrying out the duties of the president.

Role of Secretary

6.5 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) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from 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.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay 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 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 two 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.