

Bylaws of the Gabriola Auxiliary for Island Health Care (the “Society”)
(Revised October 2020)
Society Incorporation Number: S0059967


CAROL PREST

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: MEMBERSHIP

Application for membership

2.1 All residents of Gabriola Island, B.C. who assent to the purpose of the Auxiliary and who are at the time at least 19 years of age can be members of the Auxiliary if they are deemed to be members in good standing by holding a current annual membership.

Duties of members

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

Amount of membership dues

2.3 Any change in membership dues must be determined at the annual general meeting of the society.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- (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.

Termination of membership if member not in good standing

- 2.6** A person's membership in the Society is terminated if the person
- (a) is not in good standing for 12 consecutive months,
 - (b) delivers his or her letter of resignation by email, regular mail of hand delivery to the address of the society,
 - (c) on being expelled by the society, or
 - (d) on his or her death

Expulsion of member

- 2.7**
- (a) A member may be expelled by a special resolution of the member passed at a general meeting.
 - (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- 2.8** All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

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. The Board will give 2 weeks notice of the meeting.
- 3.2** Notice for a general meeting may be given to the membership, either
- (a) personally
 - (b) by electronic or regular mail to the member at the member's registered address if any, or
 - (c) by placing an advertisement in at least one the newspaper regularly published on Gabriola Island, British Columbia.

3.3 Annual general meetings of the society must be held at least once every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Ordinary business at general meeting

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

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

Notice of special business

3.5 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

3.6 Subject to bylaw 3.7 the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

3.7 If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chair, the members present must choose one of their number to be the chair.

Alternate chair of general meeting

3.8 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

3.9 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

3.10 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.11 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

3.12 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

3.13 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

3.14 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

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.16 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, 2 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.

- (a) A resolution proposed at the meeting need not be seconded, and the chair of the meeting may move or propose a resolution
- (b) In the case of a tie vote, the chair does not have a casting or second vote proposed resolution does not pass.

Announcement of result

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.18 Voting by proxy is not permitted.

Electronic participation in meeting not allowed

3.19 The Society is not obliged to provide the means for electronic participation to occur at general meetings.

Matters decided at general meeting by ordinary resolution

3.20 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. The threshold for special resolutions shall be two thirds (2/3) of votes cast.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Director's terms of office

4.2 Directors shall be elected for a 2 year term. Terms amongst the directors shall be staggered for continuity.

Election or appointment of directors

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

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.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period. Notice can be given personally or by electronic mail.

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

Director’s nomination committee

6.1 The directors shall, as soon as is reasonable after each annual general meeting, appoint a nominations committee comprised of at three members of the society including one director who, if possible are not officers of the society.

6.2 The nomination committee shall:

- (a) meet at least once in the period prior to the next annual general meeting;
- (b) determine the skills and expertise necessary for the effective operation of the board of directors;
- (c) determine, after consulting with the directors, the minimum and maximum number of directors to be elected in the particular year. These numbers will be not less than the minimum number of directors provided for in these bylaws nor more than the maximum number of directors so provided for, the number in

each case reduced by the number of directors whose term will not expire at the particular year.

- (d) determine and recommend, at least four weeks in advance of the next annual general meeting, a slate of potential directors to be nominated for election at that meeting. The number of nominated directors must be at least equal to the minimum number of directors to be elected in the particular year and not more than the maximum number of directors to be so elected.
- (e) obtain confirmation from the potential candidates that they are prepared to stand for election as a director; and
- (f) distribute the names of the candidates nominated by the committee.
- (g) Further nominations from the members of the society will be accepted the at the annual general meeting. Such nominee must agree to stand and must have a seconder to their nomination
- (h) No person who has served as a director of the society for three consecutive terms of approximately two (2) years each may be nominated for election or re- election or be appointed as a director by the directors, until such person has not been a director for at least the period between one (1) fiscal year.

Election or appointment to Board positions

6.3 Directors must be elected or appointed to the following Board 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

6.4 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

6.5 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president is ex officio of all committees.

Role of vice-president

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

Role of secretary

- 6.7** 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.

Absence of secretary from meeting

- 6.8** 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

- 6.9** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- 6.9.1 receiving and banking monies collected from the members or other sources;
 - 6.9.2 keeping accounting records in respect of the Society's financial transactions;
 - 6.9.3 preparing the Society's financial statements;
 - 6.9.4 making the Society's filings respecting taxes.

PART 7 – RECORDS OF THE SOCIETY

Confidentiality of Membership information

- 7.1** Membership lists shall be kept confidential and only accessed to carry our legitimate business of the society.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 8.1** These Bylaws do not permit the Society to pay to 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

- 8.2** 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 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.

PART 9 - FULFILLING OUR MANDATE

Our goal is to raise funds through our business enterprises and fund raising activities to fulfill our purpose “To support community health education, healthcare, and patient comfort services”. We endeavor to support the variety and accessibility of healthcare services on Gabriola Island.

On a year to year basis we endeavor to support continuing programs and small new initiatives often in partnership with a variety of other grant giving organizations. We support other not for profit organizations through our grant program.

To this end the Net Ordinary Income will be divided annually in the following manner:

- (a) 75% to Gabriola Not For Profit organizations for activities that are consistent with the Mission of the Auxiliary and our grant policy
If grant request received do not total 75% of net ordinary income, the balance will be donated to a Not For Profit organization for uses that are consistent with the Mission and grant policy. The recipient shall be of the boards choosing.
- (b) Approximately 25% to be deposited in the Auxiliary Savings Account.

