

## BYLAWS OF THE BRITISH COLUMBIA COMPASSION CLUB SOCIETY

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the **Society Act** and any other bylaws.

### Part I - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the society for the time being;
  - (b) "**Society Act**" means the **Society Act** of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "Registered address" of a member means his address as recorded in the register of members;
  - (d) "term" means the time between the annual general meeting and the immediate next annual general meeting;
  - (e) "officer term" has the same meaning as "term";
- (2) The definitions in the **Society Act** on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

### Part 2 - Membership

3. The members of the society are:
  - (a) the applicants for incorporation of the society, and
  - (b) those persons who subsequently become members in accordance with the constitution and bylaws, and in either case, have not ceased to be members.

4. A person may apply to the society, and upon satisfaction of the guidelines for membership established by the society and acceptance by the directors, the person becomes a member. Corporations are not eligible for membership in the society.
5. A voting member will be any member who has been a registered member for a period of one year or longer, and in order to vote,
  - (a) must be a member in good standing at the time of the vote;
  - (b) must not be suspended or otherwise barred from attending meetings;
6. A non-voting member will be any member who has been a registered member for a period of less than one year. A non-voting member has the same rights, duties, and obligations as a voting member except that:
  - (a) a non-voting member shall not vote, and
  - (b) the directors may determine that a non-voting member shall pay a different membership due than a voting member, and
  - (c) a non-voting member shall not become a director or officer of the society.
7. Every member shall uphold the constitution and comply with these bylaws.
8. The directors may determine the membership dues, if any, of voting members and of non-voting members.
9. A person shall cease to be a member of the society,
  - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or

- (b) on his death, or
  - (c) on being expelled for reasonable cause by the directors, or
  - (d) on having been a member not in good standing for a period of time prescribed by the directors, or
  - (e) when the member no longer qualifies for membership in accordance with these bylaws.
10. In addition to expulsion by the directors pursuant to bylaw 9(c), a member may be expelled by a special resolution of the members passed at a general meeting. In which case,
- (a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
  - (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is decided.
11. A member is no longer in good standing when he fails to pay his current annual membership fee or other subscription or debt due and owing by him to the society.
12. Every member of the society who has not been suspended or otherwise barred from attending meetings shall be entitled to attend any meeting of the society, and any voting member of the society shall be entitled to vote at any meeting of the society at which the adopted rules of procedure require a vote, and to hold any office.
13. Membership in the society shall not be transferable.

### Part 3 - Meeting of Members

14. General meetings of the society shall be held at such time and place, in accordance with the **Society Act**, as the directors decide.
15. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.  
  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

### Part 4 - Proceedings at General Meetings

17. Special business is
  - (a) all business at a general meeting except the adoption of rules of order, and
  - (b) all business that is transacted at an annual general meeting, except
    - (i) the adoption of rules of order,
    - (ii) the consideration of the financial statements,
    - (iii) the report of the directors,
    - (iv) the report of the auditor, in any,
    - (v) the election of directors,
    - (vi) the appointment of the auditor, if required, and
    - (vii) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

18.
  - (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases, to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 30 voting members present, or such greater number as the voting members may determine at a general meeting.
19. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the voting members present constitute a quorum, provided there are at least 30 voting members present.
20. Subject to bylaw 21, the directors shall ensure that a facilitator, a parliamentarian and a recorder are designated for each general meeting.
21. If at a general meeting there is no director present and willing to lead the meeting, the voting members present shall choose one of their number to be chairperson.
22.
  - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (3) Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) No resolution proposed at a meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.
- (2) In the event the adopted rules of procedure at a general meeting require a vote, in case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
24. In the event the adopted rules of procedure at a general meeting require a vote:
- (1) A voting member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, unless the voting members otherwise decide.
- (3) Voting by proxy is permitted as provided in Part 13.
25. [deleted]

#### Part 5 - Directors and Officers

26. The society shall utilize current best practices in consensus process and consensus decision-making for decision-making throughout the society. This bylaw requires that the directors and officers exercise all power vested in them by these bylaws, statute or otherwise, and do all such acts and things as the society may exercise and do, utilizing current best practices in consensus process and consensus decision-making, which includes recognition of the directors and officers, and the society's employees, practitioners, and member

representatives as essential stakeholders in that decision-making process, anything to the contrary in these bylaws notwithstanding.

27. (1) The directors may exercise all such powers and do all such acts and things as the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to the provisions of
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule made by the society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
28. (1) The offices of the society are president, vice president, secretary, and treasurer, and these offices shall be held by the directors of the society who shall, by consensus, appoint directors to these offices from time to time as may be required.
- (2) An officer must be a director and a voting member, and ceases to be an officer when he ceases to be a director or a voting member, or when the directors by majority vote decide to remove a director from an office.
- (3) There shall be a maximum of 7 and a minimum of 3 directors as determined by the voting members or appointed upon incorporation.
29. (1) At the first annual general meeting, there shall be elected three directors for a two year term and two directors for a one year term, or any other total number that the voting members may determine so long as the total number

of directors is an odd number, and so long as approximately one-half of the directors serve a two year term and the other approximately one-half serve a one year term.

- (2) At each subsequent annual general meeting thereafter the directors shall be elected for each vacant seat for a two year term.
  - (3) At least three months prior to each annual general meeting, the board and staff shall consense upon a nominating committee composed of one director, one staff, and one member representative who is not also a director or staff. The nominating committee shall solicit nominations for vacant board positions from the members and shall review potential candidates for compliance with selection criteria approved by the board. Only those applicants that the nominating committee agrees comply with the criteria will be presented to the membership as candidates. The nominating committee will circulate the names and biographical information of the candidates to the members with the notice of the annual general meeting or otherwise have them available at least one week prior to the annual general meeting. The candidates so selected shall be the only candidates eligible for election to the board.
  - (4) Election procedures at the annual general meeting shall be determined by the voting members present.
  - (5) The directors may choose to offer the membership the opportunity to vote for candidates for the board by mail-in ballot. The board shall determine the procedures for mail-in ballots. Any ballot mailed and received in, or delivered to the offices of the society on or before the date of the annual general meeting shall be counted in the election of directors.
30. (1) The directors may at any time appoint a voting member as a director to fill

a vacancy in the directors, provided that member meets the criteria set out in the selection criteria policy and has been vetted by the nominating committee.

- (2) The directors may at any time appoint a director to fill any officer vacancy.
31. (1) If a director or officer ceases to hold office, the remaining directors shall appoint a replacement in accordance with these bylaws.
- (2) A director so appointed holds office until the next annual general meeting.
  - (3) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  - (4) A director may be removed from the board by the other directors if the director fails, without reasonable excuse, to attend three consecutive meetings of the directors.
32. The voting members may by special resolution remove a director before the expiration of his office and may elect a successor to serve to the next annual meeting.
33. In accordance with paragraph 7 of the constitution, no director or officer shall be remunerated for being or acting as a director or officer, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

#### Part 6 - Proceedings of Directors

34. Subject to bylaw 26:
- (1) The directors may meet together at such places as they think fit for the

dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or part, by internet, telephone or telephone conference call.

(2) The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the directors then in office plus one. Directors participating by telephone or telephone conference call shall be considered part of the quorum.

(3) The director holding the office of president shall facilitate all meetings unless the directors decide otherwise.

(4) A director may at any time, and the secretary on the request of a director shall, convene a meeting of the directors.

35. Subject to bylaw 26:

(1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit, or may delegate to committees consisting of other persons as they see fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.

36. Subject to bylaw 26 and to directions of the directors, the committee shall determine its own procedure.

37. Subject to bylaw 26, the members of a committee may meet and adjourn as they see fit.

38. A director who may be absent temporarily from British Columbia, or who lives outside of the province, may send or deliver to the address of the society a

waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn

- (a) no notice of meetings of directors shall be sent to that director, and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
39. (1) Except as otherwise provided for in the constitution or the bylaws, questions arising at any meeting of the directors and committee of directors shall be decided utilizing current best practices in consensus process and consensus decision-making.
- (2) In the event current best practices in consensus process and consensus decision-making call for a vote, in case of an equality of votes, the chairperson does not have a second or casting vote.
40. No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chairperson of a meeting may move or propose a resolution.
41. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### Part 7 - Duties of officers

42. (1) The president shall preside at all meetings of the directors unless the members or directors otherwise decide.
- (2) [deleted]

43. The vice-president shall carry out the duties of the president during his absence.
44. The secretary shall supervise
  - (a) the correspondence of the society,
  - (b) issuance of notice of meetings of the society and directors,
  - (c) the keeping of minutes of all meetings of the society and directors,
  - (d) custody of all records and documents of the society except those required to be kept by the treasurer,
  - (e) custody of the common seal of the society, and
  - (f) maintenance of the register of members.
45. The treasurer shall ensure that
  - (a) the society keeps such financial records, including books of account, as are necessary to comply with the Society Act, and
  - (b) the financial statements are presented to the directors, members and others when required.
46.
  - (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary/treasurer.
  - (2) The offices of the society may be held by any of the directors who are members, and more than one office may be held by one director.
  - (3) The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
47. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

48. Each director shall

- (a) act honestly and in good faith and in the best interests of the society;
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the directors;
- (c) comply with the society's code of ethics;
- (d) comply with the society's conflict resolution process;
- (e) work within the society's governance structure;

and in the event that a director is deemed to have failed in any of these duties he may be removed from office by a majority vote of the board of directors.

49. A director who is directly or indirectly interested in a proposed contract or transaction with the society shall disclose fully and promptly the nature and extent of his interest to the directors and otherwise comply with the requirements of the **Society Act** and the conflict of interest policy of the society. A director is deemed to be indirectly interested in a proposed contract or transaction if he or she, or any member of his or her family, or any business associate stands to benefit financially or otherwise from the proposed transaction or contract.

50. The directors shall ensure that there is entered in the register the names of applicants for incorporation and the name of every other person admitted as a member of the society, together with the following particulars of each:

- (a) the full name and residence address;

- (b) the date on which a person is admitted as a member;
  - (c) the date on which a person ceases to be a member.
51. The directors shall supervise the preparation of all reports, including financial reports, required by law to be prepared by the society for the annual meeting.
52. The directors shall ensure that the society files all financial and other reports that have to be filed after the annual meeting as required by the **Society Act** and **Income Tax Act** or other law.
53. The directors shall ensure the society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
54. The directors, on behalf of the society, shall ensure that proper accounting records are kept in respect of all financial or other transactions and, without limiting the foregoing, shall ensure that the society maintains records of
- (a) all money received and disbursed by the society and the manner in respect of which the receipt and disbursement took place;
  - (b) every asset and liability of the society;
  - (c) every other transaction affecting the financial position of the society.

#### Part 8 - Seal

55. The directors may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

56. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence and with the signatures affixed of the persons prescribed in the resolution or, if no persons are prescribed, in the presence and with the signatures affixed of the president and secretary or president and secretary-treasurer.

#### Part 9 - Borrowing

57. In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
58. No debenture shall be issued without the sanction of a special resolution.
59. The voting members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

#### Part 10 - Auditor

60. This part applies only where the society is required or has resolved to have an auditor.
61. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
62. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
63. An auditor may be removed by ordinary resolution.
64. An auditor shall be informed forthwith in writing of appointment or removal.

65. No director and no employee of the society shall be auditor.
66. The auditor may attend general meetings.

#### Part 11 - Notices to Members

67. A notice may be given to a member either personally or by mail to him at his registered address.
68. 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 in a Canadian post office receptacle.
69. (1) Notice of a general meeting shall be given to
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

#### Part 12 - Bylaws

70. After being admitted a member is entitled to a copy of the constitution and bylaws upon paying the sum of \$1.00.
71. These bylaws shall not be altered or added to except by special resolution.

#### Part 13 - Proxy Voting

72. Unless the directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours

before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chairperson of the meeting prior to the commencement of the meeting.

73. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no notice in writing of the death, incapability, or revocation has been received at the registered office of the society or by the chairperson of the meeting before the vote was given.
74. Unless, in the circumstances, the **Society Act** requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the directors shall approve:

THE BRITISH COLUMBIA COMPASSION CLUB SOCIETY

The undersigned hereby appoints \_\_\_\_\_ of \_\_\_\_\_  
(or, failing her/him \_\_\_\_\_ of \_\_\_\_\_) as  
proxy for the undersigned to attend at and vote for and on behalf of the  
undersigned at the general meeting of the society to be held on the \_\_\_\_\_ day  
of \_\_\_\_\_, 20\_\_\_\_.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

75. A proxy is valid for only one meeting or any adjournment thereof and a person may not be the proxy holder for more than one member per meeting or any adjournment thereof. In the event a proxy holder purports by written instrument to hold the proxy for more than one member per meeting, all such instruments shall be deemed invalid for purposes of that meeting or any adjournment thereof.