


CAROL PREST

Bylaws of Parkinson Wellness Projects

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;

“Amalgamating Societies” means Victoria Epilepsy and Parkinson’s Centre Society and Parkinson Wellness Project;

“Amalgamation” means the amalgamation of the Amalgamating Societies;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Honorary Board Members” means any individuals appointed as Honorary Board Members under Bylaw 10.1;

“Society” means Parkinson Wellness Projects, the society resulting from the amalgamation of the Amalgamating Societies under Division 1 of Part 7 of the Act.

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.

Term “including” not limiting

1.4 In these Bylaws, the term “including” is not intended to be limiting.

PART 2 – MEMBERS

Who are the members

2.1 The members of the Society are:

- (a) the directors of the Society;
- (b) any Honorary Board Members; and

- (c) other persons who become members of the Society in accordance with these Bylaws

whose memberships haven't terminated.

Application for membership

- 2.2** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application. The Board may from time to time establish a written membership application form and membership eligibility criteria. The Board may accept, postpone or refuse an application for membership in the Society.

Waiting period for new member to vote

- 2.3** A person described in bylaw 2.1(c) who has been a member of the Society for less than 30 days is not a voting member and may not vote at a general meeting, or consent to a resolution of the voting members.

Membership term time-limited

- 2.4** The membership of a person described in bylaw 2.1(c) expires on the following April 30 but may be subsequently renewed for terms of one year following a process to be determined by the directors.

Duties of members

- 2.5** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.6** The amount of the annual membership dues, if any, and whether or not those dues will be prorated for a person's first membership term if less than one year, must be determined by the Board.

Member not in good standing

- 2.7** 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

- 2.8** 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

- 2.9** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Inspection of certain records by member

- 2.10** A member who is not a director or Honorary Board Member may not inspect a record referred to in section 24(2)(b) of the Act unless the inspection has been approved by the Board.

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;
 - (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 chair of the Board,
 - (ii) the vice-chair of the Board, if the chair of the Board is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the chair and vice-chair of the Board 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 5 voting members or 10% of the voting members, whichever is greater.

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 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 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 or voting cards, an oral vote or another method that adequately discloses the intention of the voting members, including by telephone or other communications medium if use of that medium at the meeting has been approved by the Board, except that if, before 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 or the equivalent in the case of members participating in the meeting by telephone or other communications medium.

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

Who are the directors on Board

4.1 The directors on the Board of the Society are:

- (a) individuals who were directors on the boards of directors of the Amalgamating Societies immediately prior to the Amalgamation; and
- (b) individuals who are appointed or elected as directors on the Board of the Society in accordance with these Bylaws

who haven't ceased to be directors on the Board of the Society.

Number of directors on Board

4.2 The Society must have no fewer than 3 and no more than 15 directors.

Term of first directors

4.3 For the purpose of fostering board continuity, the terms of the directors described in Bylaw 4.1(a) will be either two years or three years as determined by the Board at its first meeting after the Amalgamation. The terms of those directors will expire at the close of the second or third annual general meeting after Amalgamation, as applicable.

Term of elected directors

4.4 The term of all directors elected at an annual general meeting of the Society will be three years expiring at the close of third annual general meeting after their election.

Election of directors at annual general meetings

4.5 At each annual general meeting, the voting members must elect directors to fill any vacancies on the Board as of the close of the meeting.

Directors may fill casual vacancy on Board

4.6 The Board may, at any time, appoint a person 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

4.7 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, but may be elected for a further term.

Term limit

4.8 An individual who has served as a director for more than 6 consecutive years is not eligible for re-election or appointment to the Board until they have not been a director for at least one year after their latest term as director ended.

Removal of director for misconduct

4.9 The Board may, by passing a director's resolution supported by at least 2/3 of the directors, remove a director from office for misconduct by that director. Before a resolution is passed under this Bylaw, a written notice must be sent to the director of their proposed removal, including reasons, and the director

must be given a reasonable opportunity to make representations to the Board respecting their proposed removal. For the purposes of this bylaw, "misconduct" means any of the following:

- (a) a breach by the director of the Act, these Bylaws or a policy of the Society;
- (b) a communication or other action by the director, whether or not in the course of participating in activities or internal affairs of the Society, which the Board considers
 - (i) to be immoral, deceptive, scandalous, or obscene, or
 - (ii) may significantly injure, damage, tarnish or otherwise negatively affect the reputation or goodwill of the Society; or
 - (iii) a habitual failure of the director to attend or participate in meetings of the Board.

Power of board upon complaint against director

4.10 If a written complaint against a director is received by the Society that alleges a matter described in paragraphs (a) or (b) in the definition of "misconduct" in Bylaw 4.9,, the Board may, by director's resolution, require the director to immediately cease attending meetings of the Board and Board committees or otherwise participate in Board activities until the earlier of the following:

- (a) an investigation of the complaint has been completed;
- (b) a period of 3 months has elapsed from the receipt by the Society of the complaint;
- (c) the Board has passed a further resolution permitting the director to recommence their participation in Board activities.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the chair of the Board 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.

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 or such other quorum as the Board may have fixed for a particular meeting or meetings.

Directors’ meetings need not be in person

5.6 The Board or any committee of the Board may conduct a meeting in whole or in part by telephone or other communication medium, and take a vote by means of a telephone or electronic poll, provided all participants are able to communicate with each other contemporaneously.

Director may be removed for non-attendance

5.7 The Board may remove a director from office if the individual has failed to attend three or more meetings of the Board in any 12 month period without permission from the Board.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

- (a) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer;
- (e) any additional position established under Bylaw 6.9.

Board position terms

6.2 The term of office for the holder of each Board position described in Bylaw 6.1 will expire at the first meeting of the Board after an annual general meeting, at which meeting the Board will appoint or elect directors to fill each vacant Board position. A director may be appointed or elected to serve any number of consecutive terms as the holder of a Board position, subject to the director term limit in Bylaw 4.8. If a person holding a Board position described in Bylaw 6.1 ceases to be a director, the person will also automatically cease to hold the Board position.

Directors at large

6.3 Directors who don't hold a position described in Bylaw 6.1 are directors at large.

Role of chair

6.4 The chair of the Board is responsible for supervising the directors described in bylaw 6.1 in the execution of their duties.

Role of vice-chair

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

Role of secretary

6.6 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

6.7 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

6.8 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.

Other Board positions

6.9 The Board may from time to time establish Board positions additional to chair, vice-chair, secretary and treasurer, and may set the duties applicable to those positions.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 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

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the chair of the Board, together with one other director,

- (b) if the chair of the Board is unable to provide a signature, by the vice-chair of the Board together with one other director,
- (c) if the chair and vice-chair of the Board 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.

Corporate seal

7.3 The Society will not have a corporate seal.

PART 8 – BOARD COMMITTEES

- 8.1** The Board may from time to time establish committees to assist it in achieving the purposes of the Society.
- 8.2** The Board may delegate any, but not all, of its powers to committees consisting of one or more directors as it thinks fit.
- 8.3** A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 8.4** The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in these bylaws governing proceedings of the Board after any necessary changes have been made.
- 8.5** A committee may consist of both directors and non-directors. However, only a director may be the chair of a committee. The chair of the Board is entitled, but not obligated, to participate as a member of any committee.

PART 9 – FINANCIAL MATTERS

- 9.1** The financial year of the Society will end on March 31 or, if the Board fixes a different financial year-end, the financial year-end fixed by the Board.
- 9.2** The Society may not borrow, or enter into an agreement to borrow, any amount in excess of \$10,000 unless the transaction has been approved by ordinary resolution.

- 9.3** The Society is not required to have an auditor unless the Board, or the members by ordinary resolution, determine that an auditor is to be appointed.

PART 10 – HONORARY BOARD MEMBERS

- 10.1** The Board may from time to time appoint individuals as Honorary Board Members in recognition of their contributions to the Society or the Amalgamating Societies. The number of Honorary Board Members and, subject to bylaw 10.2, the terms of their appointment including any special title that may be allocated to them, may be determined by the Board.
- 10.2** The position of Honorary Board Member is honorary only and persons appointed as Honorary Board Members shall not be directors nor have any legal powers or functions to manage, or supervise the management of, the activities and internal affairs of the Society.

PART 11 – DISSOLUTION

- 11.1** In the event that the Society should at any time be wound up or dissolved, the remaining assets of the Society after payment, or adequate provision for payment, of all debts and liabilities of the Society shall be turned over to one or more organizations operating in British Columbia or elsewhere in Canada that are registered charities under the *Income Tax Act (Canada)*, as amended from time to time, such organization or organizations to be determined by the members at the time of winding up or dissolution.