

**BYLAWS OF
INDEPENDENT LONG-TERM CARE COUNCILS ASSOCIATION OF BC**

Part 1 — Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) “Board” means the Directors of the Society;
 - (b) “Director” means a person elected or appointed to serve as a member of the Board;
 - (c) "Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding at the same time, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - (d) “Member” means an independent Regional Association of Family Councils from each of the health authorities in BC;
 - (e) “Officer” means a person elected or appointed to serve as an officer of the Society;
 - (f) “Regional Association Representative” means a person delegated by its regional association of family councils to represent it at the society’s general meetings;
 - (g) “Registered Address” of a member means its address as recorded in the register of members.
 - (h) “Society Act” means the Society Act of the Province of British Columbia and all regulations thereto, as the same may from time to time be amended or replaced by similar legislation;
 - (i) “Special Resolution” means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the regional association representatives, whether cast personally or by proxy;
 - (b) a resolution consented to in writing by all of the voting members
 - (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution.
- 1.2 The meaning of any words or phrases defined in the Society Act shall, unless these bylaws or the context otherwise requires, bear the same meaning in these bylaws.
- 1.3 The rules of construction contained in the Interpretation Act all apply, mutatis mutandis, to the interpretation of these bylaws.
- 1.4 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.

Part 2 — Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those regional associations of family councils from each of the health authorities in BC, who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A Regional Association of Family Councils from each of the health authorities in BC may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
- 2.3 Each regional association (RA) may delegate up to 3 of its members to be its RA Representatives at the society's general meetings.
- 2.4 If a vacancy occurs within the delegated RA Representatives, the respective RA will delegate another RA Representative from amongst its members.
- 2.5 In the event that a RA Representative must temporarily discontinue involvement with the society, the respective RA will delegate another RA Representative to serve as a temporary replacement.
- 2.6 Every member and its delegated RA Representatives shall uphold the constitution and comply with these bylaws.

- 2.7 Membership fees, if any, shall be determined by the Directors from time to time.
- 2.8 A Regional Association of Family Councils shall cease to be a member of the Society:
- (a) by delivering its resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on its dissolution;
 - (c) on being expelled;
 - (d) or on having been a member not in good standing as defined in bylaw 2.11, for a period of 12 consecutive months.
- 2.9 The Directors may, by resolution passed at a meeting of the Directors, expel, suspend or otherwise discipline any member;
- (a) who in the reasonable opinion of the Directors:
 - (i) does not meet the guidelines for membership in the Society;
 - (ii) is guilty of conduct which is improper or unbecoming for a member of the Society; or
 - (iii) is likely to endanger the interest or reputation of the Society; or
 - (b) who is not in good standing as defined in bylaw 2.11 of these bylaws and who does not cure the contravention or failure causing such standing within 30 days of receipt of notice from the Directors.
- 2.10 Any member that is expelled, suspended, or disciplined in accordance with bylaw 2.9 shall be provided notice in writing before the meeting of the Directors at which the resolution proposing that expulsion, suspension, or discipline is put to a vote and such notice will be accompanied by a brief statement of the reason or reasons for the proposed expulsion, suspension, or discipline. A member who is the subject of the proposed resolution shall be given the opportunity to be heard at the meeting of the Directors before the resolution is put to a vote and may appeal the results of the resolution at a general meeting of the members.
- 2.11 All members are in good standing except any member who has failed to pay its current annual membership fee or any other debt due and owing by it to the Society.

Part 3 – Meetings of Members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, which the Directors will decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall be in writing and shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 3.5 Notice must be given to members and the authorized RA Representatives of each member, at least 14 days prior to the date of the general meeting.
- 3.6 The accidental omission to give notice of a general 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.
- 3.7 The first annual general meeting (AGM) does not need to be held in the calendar year during which it was incorporated. The first AGM will be held on a date that falls within six months of end of the financial year (as at Dec 31st) so members can approve the full and complete financial statements for the previous year, as well as discuss the activities of the previous year. The financial statements must be approved within six months of the end of the financial year being as at Dec 31st.
- 3.8 The board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely. Where a general meeting is to be conducted using electronic means, the board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Persons participating by permitted electronic means are deemed to be present at the general meeting.

Part 4 – Proceedings at General Meetings

- 4.1 Special business is
 - (a) all business at an extraordinary general meeting except the adoption of Robert's Rules of Order; and
 - (b) all business transacted at an AGM, 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, if any;
- (v) election of Officers and by virtue of a person's acceptance to hold office, the officer is concurrently appointed as a Director of the society;
- (vi) the appointment of the auditor, if required; and
- (vii) the other business that, 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.

- 4.2 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.
- 4.3 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.
- 4.4 The quorum required for transaction of business at a general meeting is 5 RA Representatives in attendance.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.6 Subject to by law 4.7, the President of the Society or in his/her absence, the Vice-President of the society shall preside as chairperson at every general meeting
- 4.7 If at a general meeting, neither the President nor the Vice-President is present within 15 minutes after the time appointed for holding the meeting or is willing to act as chairperson, the RA Representatives present shall choose one of their number to be chairperson.

- 4.8 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.
- 4.9 When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a general meeting need be seconded and the chairperson of a general meeting may move or propose a resolution.
- 4.12 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/she may be entitled as a voting member and the proposed resolution shall not pass.
- 4.13 Each Regional Association of Family Councils shall attend all meetings of the Society by way of its 3 delegated RA Representatives, and may vote by its 3 RA Representatives, each RA Representative is entitled to speak and vote, and in all other respects exercise the rights of a member, and each RA Representative shall be recognized as a member for all purposes with respect to a general meeting of the Society.
- 4.14 Each RA Representative in good standing present at a meeting of members is entitled to one vote. Voting at a meeting of members will be by show of hands, except that, at the request of the chairperson at the meeting, a secret vote-written ballot will be required.
- 4.15 A voting RA Representative member in good standing shall, by means of a written proxy, be entitled to appoint a proxy holder who is a member of the same regional association, to attend, act and vote for him/her at a general meeting. The written proxy appointing the proxy holder shall be in such form as the Directors may approve and is valid only at the meeting in respect of which it is given or any adjournment thereof.
- 4.16 The Directors shall determine the other rules of procedure of any general meeting, guided by the most current edition of Robert's Rules of Order Revised. If any member who is entitled to vote objects to procedures at any general meeting such Robert's Rules of Order shall apply.

Part 5 – Directors and Officers

- 5.1 The Directors of the Society are appointed concurrently with the election of officers at the AGM and by virtue of a person's acceptance to hold office.

- 5.2 The Directors shall manage or supervise the management of the affairs of the Society. The Directors may exercise all the powers and do all the acts and things that 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:
- (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 at a general meeting.
- 5.3 No rule, made by the Society at a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.4 At the AGM there will be an election of Officers for the office of a President, Vice-President, Secretary, and Treasurer. An officer on being elected to office and by virtue of that person's acceptance to hold office is concurrently appointed to hold office as a Director of the society;
- 5.5 The number of Directors of the Society must be at least 3 or a greater number determined from time to time at a general meeting.
- 5.6 Officers on being elected to office and by virtue of a person's acceptance to hold office, are concurrently appointed to hold office as a Director of the society; shall hold office for a term of one year commencing immediately following the completion of the annual general meeting at which the Officer is elected and concurrently appointed Director, and ending when each successor commences his/her term at the completion of the next year's annual general meeting following the election of officers who are each concurrently appointed as a Director of the Society.
- 5.7 IF the office of the President is vacated for any reason, the Vice-President will immediately assume the office of President. At the next meeting, the President will ask the RA Representatives if anyone is interested in filling the vacant Vice-President office for the remainder of the term. If only one RA Representative indicates his/her willingness to serve, and by virtue of a person's acceptance to hold office, that person is concurrently appointed to hold office as a Director of the society; that person will be appointed for the remainder of the term. If two or more RA Representatives indicate a willingness to serve, a by-election will be held at this meeting to determine who will be elected to the Vice-President office and by virtue of that person's acceptance to hold office, is concurrently appointed to hold office as a Director of the society for the remainder of the term.
- 5.8 IF an officer vacancy (excluding the office of the President) occurs between elections, the President will ask the RA Representatives at the next meeting if anyone is interested in filling the

vacant office for the remainder of the term. If only one RA Representative indicates his/her willingness to serve, and by virtue of that person's acceptance to hold office, is concurrently appointed to hold office as a Director of the society for the remainder of the term. If two or more RA Representatives indicate a willingness to serve, a by-election will be held at this meeting to determine who will be elected to the vacant office and by virtue of that person's acceptance to hold office, is concurrently appointed to hold office as a Director of the society for the remainder of the term.

- 5.9 If the President must temporarily discontinue involvement, the Vice-President will temporarily assume the office of chairperson for up to the remainder of the term.
- 5.10 If an Officer (excluding the office of the President) must temporarily discontinue involvement, the President will ask the RA Representatives at the next meeting if anyone is interested in temporarily filling the office, and by virtue of that person's acceptance, is concurrently appointed to temporarily hold office as a Director of the society. This temporary office may continue for up to the remainder of the term.
- 5.11 The office of Director shall be vacated if the Director:
- (a) resigns his/her office by notice in writing delivered to the address of the Society;
 - (b) dies or becomes unable to manage his/her affairs due to physical or mental impairment.
- 5.12 The members may by special resolution remove any Director before the expiration of his/her term of office and may by an ordinary resolution appoint another person who meets the eligibility requirements for Directors as set out in bylaw 5.17 in his/her stead until the next cycle of elections.
- 5.13 Where the Society fails to hold an annual general meeting in accordance with the Society Act, the Officers then in office shall be deemed to have been elected and concurrently appointed as Directors on the last day on which the annual general meeting could have been held pursuant to these bylaws and they may hold office until other officers are elected and concurrently appointed as Directors or until the day on which the next annual general meeting is held.
- 5.14 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
- 5.15 The Directors may cause the Society to purchase and maintain insurance for the benefit of the Directors, Officers and employees of the Society against personal liability incurred by them as a director, officer or employee as the case may be.

- 5.16 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.17 All Directors, whether elected, appointed or otherwise, must be member of a regional association of family councils who is in good standing at the time of that Director's nomination, appointment or election. Directors shall immediately cease to hold office upon ceasing membership with a regional family councils association of BC

Part 6 – Proceedings of Directors

- 6.1 The President shall preside as chairperson at every meeting of the Directors, or if the President is not present within 15 minutes of the time appointed for holding the meeting or is not willing to act as chairperson, or has advised the Secretary that he/she will not be present at the meeting, the Vice-President will preside as chairperson of the meeting.
- 6.2 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.
- 6.3 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of Directors then in office.
- 6.4 Questions arising at any meeting of Directors or committee of Directors shall be decided by a majority of votes.
- 6.5 In case of an equality of votes, the chairperson does not have a second or casting vote.
- 6.6 A Director may participate in a meeting of the Directors or committee of Directors by means of conference telephones or other communications facilities by means of which all Directors participating in the meeting can hear each other, provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat.
- 6.7 A Director may, and the Secretary upon request of a Director shall, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his/her address as it appears on the books of the Society or by leaving it at his/her usual business or residential address or by telephone, email, or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director (i) who is at the time not in the Province of British

Columbia or (ii) if such meeting is to be held immediately following an annual general meeting at which such Director shall have been appointed concurrently with the election of the executive.

- 6.8 Any Director may file with the Secretary a document executed by him/her waiving notice of any past, present or future meeting or meetings of the Directors being, or required to have been, sent to him/her and may at any time withdraw such waiver with respect to meetings held thereafter by filing such withdrawal of waiver with the Secretary. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director and, unless the Director otherwise requires in writing to the Secretary, to his/her alternate Director of any meeting of the Directors and all meetings of the Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director or alternate Director.
- 6.9 Subject to the provisions of the Society Act, all acts done by any meeting of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.
- 6.10 A resolution consented to in writing, whether by facsimile transmission, email, or any method of transmitting legibly recorded messages or other means, by all of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in 2 or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.
- 6.11 The Directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- 6.12 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed upon it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 6.13 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.14 The members of a committee may meet and adjourn as they think proper.

Part 7 – Duties of Officers

- 7.1 Officers elected at the AGM are a President, a Vice-President, a Secretary, and a Treasurer, and by virtue of holding office, each officer is concurrently appointed as a Director of the society.
- 7.2 One person may hold more than one of such offices except that the offices of President and Secretary must be held by different persons.
- 7.3 Subject to these bylaws, the President shall preside over all general meetings of the members and at all meetings of the Directors.
- 7.4 The President shall:
- (a) supervise the other officers in the execution of their duties.
 - (b) plan and facilitate meetings
 - (c) lead the Executive in an effort to build a strategic plan for the Society
 - (d) develop and maintain strategic connections with all stakeholders which may have interest and/or influence to support the Society's goals that are developed and maintained
 - (e) serve as the "first point of contact" in situations where a request for statement from the Society is received from the media
 - (f) be responsible to develop a media package (or delegate to a Committee)
- 7.5 The Vice-President shall:
- (a) support a wide variety of activities and initiatives as required by the President
 - (b) fulfill responsibilities of the President when the President is absent
 - (c) bring added skills, experience, and perspective in helping to share the leadership role. Acts as an advisor to the President on agenda and procedural matters
- 7.6 The Secretary shall:
- (a) conduct the correspondence of the Society;

- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody and/or control of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society, if any; and
- (f) maintain the register of members, which includes the names of each RA Representative.
- (g) supports the initiatives of the Society as requested

7.7 The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the Directors, members and others when required.

7.8 If the offices of Secretary and Treasurer are held by one person, he/she shall be known as the Secretary/Treasurer.

7.9 In the absence of the Secretary from a meeting, the President shall appoint another person to act as Secretary at the meeting.

7.10 No officer shall be remunerated for being or acting as an officer but an officer shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

Part 8 – Seal

8.1 The Directors may provide a seal for the Society and, if they do so, shall provide for the safe custody of the seal.

8.2 The seal of the Society shall not be affixed to any instrument except in the presence of the following persons, namely:

- (a) Any 2 Directors, or
- (b) the President and the Secretary, or

- (c) such person or persons as the Directors may from time to time by resolution appoint; and the said Directors, officers, person or persons in whose presence the seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the foregoing persons.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, and subject to the approval referred to in bylaw 9.2, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No mortgage, debenture, general security agreement or other security agreement of any kind or loan document shall be issued without the sanction of a special resolution.

Part 10 – Auditor

- 10.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- 10.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No Director, officer or employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – Notices to Members

- 11.1 A notice may be given to the RA Representatives of a member personally, by facsimile, email or other electronic means, or by mail to the RA Representative of a member at its address as shown on the register of members of the Society.
- 11.2 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 the notice was properly addressed and put in a Canadian post office receptacle.

11.3 Notice of a general meeting shall be given to:

(a) every member, or authorized representative of a member, shown on the register of members on the day notice is given; and

(b) the auditor, if Part 10 applies.

11.4 No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

12.1 On being admitted to membership, each member and its authorized RA Representatives, is entitled to and the Society shall give it, without charge, a copy of the constitution and bylaws of the Society.

12.2 The constitution and bylaws of the Society shall not be altered or added to except by special resolution.

(Adopted May 16, 2022)