

NANAIMO & DISTRICT HOSPITAL FOUNDATION

CONSTITUTION & BYLAWS

CONSTITUTION

1. The name of the Society is **NANAIMO & DISTRICT HOSPITAL FOUNDATION** (hereinafter referred to as “the Society”).
2. The purpose of the Society is to raise and steward donated funds for the purchase of medical equipment, to support staff education and to provide patient comforts at the health care facilities within the Nanaimo Regional Hospital District.

BYLAWS

I SOCIETY MEMBERSHIP

1. Eligibility for Membership
The members of the Society are its Directors.
2. Terms of Membership
The term of membership (the “Term”) shall extend for the duration of the member’s directorship.
3. Cessation of Membership
A member wishing to cease membership may do so at any time by delivering notice in writing to the Society office. Otherwise, membership shall cease automatically at the end of the Term.

Membership of any member may be rescinded by a vote of 75% of the Directors for actions, which in the view of the Board are detrimental to the success or future of the Society. Such a decision of the Directors shall be brought before the membership at the next Annual General Meeting for ratification.

4. Good Standing
A member is in good standing until membership ceases in accordance with Section 3 of this Bylaw.

II MEETINGS OF THE SOCIETY

5. The AGM of the Society shall be held once in every calendar year and not more than fifteen (15) months after the date of adjournment of the last preceding AGM. The meeting date shall be fixed by the Board of Directors and the membership must be notified of the meeting date, time, and place at least fourteen (14) days prior to the meeting.

6. Special meetings of the Society may be held at the call of the Chair or two-thirds of the Board of Directors. The membership must be notified of a Special Resolution at least three (3) days prior to the meeting. The notice should include the date, time, and place of the meeting. Any resolution at a special meeting must be carried by 75% of members in good standing.
7. A majority of the members of the Society shall constitute a quorum at any meeting of the Society.

III BOARD OF DIRECTORS

8. The Board of Directors shall determine the strategic policies of the Society (the “Ends”).

The Board of Directors shall determine its own structure and shall manage itself.

The Board of Directors shall hire a Chief Executive Officer to conduct the business of the Society in order to achieve the Ends.

The Board will adhere to the principles of policy-based governance.

The Board will perform such other duties as may be necessary to carry out the purpose of the Society.

9. The number of members of the Board of Directors (who shall be members of the Society) shall be not less than seven (7) and not more than twelve (12).

A Senior Administrator of Nanaimo Regional General Hospital shall be an ex-officio, non-voting member of the Board.

10. Each Director's position shall be designated such that nominations shall be for a position with a particular term, and such that a resignation creates a vacancy only for the balance of that term.
11. The Board of Directors of the Society shall be elected at the AGM of the Society as herein provided and shall be elected for a term of either one (1) or two (2) years. Directors may be elected for three consecutive terms to a total of six years with the exception of those appointed as Officers, who may serve as directors for an additional period of time equal to the period of time they serve as Officers.
12. Meetings of the Board of Directors may be held at the call of the Chair or of not less than one-third of the members of the Board of Directors, provided that five (5) working days' notice of the time and purpose of the meeting is given to each Director. There shall be at least one meeting every three (3) months.
13. The Board of Directors shall have the power to fill vacancies on the Board. Such new Directors shall hold office until the next AGM of the members of the Society.
14. A majority of the Board of Directors shall constitute a quorum at any Directors' meeting.
15. If any Director:
 - i delivers their written resignation as a Director to the registered office of the Society;
 - ii is suspended or expelled from the Society in accordance with these Bylaws; or
 - iii without prior explanation acceptable to the Chair fails to attend three meetings of the Board of Directors in any twelve (12) month period

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

16. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of a tie vote, the Chair shall have a casting vote, but not otherwise.
17. Telephone or video conferences to conduct meetings of the Directors are permitted provided that all Directors have received notice of such meeting and a quorum participates in such telephone or video conference.
18. A resolution in writing signed by each Director shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and held. Such resolutions may be in one or more counterparts each signed by one or more Directors, which together shall be deemed to constitute one resolution in writing. Any such resolution may be delivered by facsimile, e-mail or any other electronic means. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated therein.
19. Subject to the Society Act, every Director shall be deemed to have assumed office on the express understanding, agreement, and condition that every Director, and their heirs, executors, administrators, and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges,

and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceeding which is brought, commended, or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done, or performed by them or any other Director or Directors in or about the execution of the duties of their office, and also from and against all other costs, charges, or expenses which (s)he sustains or incurs on or about in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

IV OFFICERS OF THE BOARD OF DIRECTORS AND THE SOCIETY

20. The Officers of the Society shall be:

i **Chair**

- calls and chairs all meetings of the Board
- is a signing officer
- is a member of the Nominating Committee
- is an ex-officio member of all other Committees of the Society

ii **Vice Chair**

- replaces the Chair in his/her absence
- is a signing officer
- is Chair of the Nominating Committee

iii **Past Chair**

- position is held by the immediate past Chair
- adds continuity to the Board, especially during transition to the new Chair of the Board.
- supports and mentors the new Chair of the Board.
- assists the Chair as needed by performing duties and tasks as assigned by the Chair
- term is one year

iv Treasurer

- is Chair of the Finance Investment & Audit Committee
- is a signing officer

21. The Officers shall be elected by the Board of Directors immediately following the AGM of the Society and from time to time as may be required in the event of a vacancy occurring during the term of office of an Officer.
22. The Officers shall perform all such duties normally performed by persons of their office, and in addition such other duties as shall from time to time be determined by the Board of Directors.

V COMMITTEES OF THE BOARD OF DIRECTORS

23. The Nominating Committee will prepare a slate of candidates for election to the Board of Directors to be presented to the membership at the Annual General Meeting.
24. The Finance Investment & Audit Committee is chaired by the Treasurer. It oversees the financial management and performance of the Foundation and reports to the Board.
25. The Governance Committee is chaired by the Governance Champion and oversees the governance practices of the Board.
26. Other committees and/or working groups may be created by the Board of Directors as the need arises.

VI EXERCISE OF BORROWING POWERS

27. The Society acting through its Directors may borrow or raise and secure the payment of money in such manner as the Directors may think fit for the purpose of carrying out the

objectives of the Society, and in particular, but not so as to restrict the generality of the foregoing, by the issue of debentures, but no debentures shall be issued without the sanction of a special resolution of the Society passed by a 75% majority.

VII AUDIT OF ACCOUNTS

28. The accounts of the Society shall be audited by a qualified accountant. The auditor shall be a person who is a member in good standing of the Institute of Chartered Professional Accountants of British Columbia regularly employed in auditing. The auditor shall be appointed annually by the Society. If the post of auditor becomes vacant, the Board shall appoint a qualified person to fill the vacancy. The Society shall have the power to cancel the appointment of the auditor at any time.

VIII FISCAL YEAR

29. The fiscal year of the Society shall end on the 31st day of March in each year.

IX CUSTODY OF THE SEAL

30. The Board of Directors shall adopt a common seal of the Society, which shall be kept under the control of the Directors and should reside in the Foundation Office. The responsibility for its custody and use shall reside with the Chief Executive Office of the Society.
31. The seal of the Society shall only be affixed to a document by authority of the Chief Executive Officer of the Society.
32. All cheques, bills of exchange and other orders for the payment of money, notes or other evidence of indebtedness

shall be in the name of the Society and shall be signed pursuant to the Signing Policy as approved by the Board of Directors.

X PREPARATION AND CUSTODY OF MINUTES AND PROCEDURES

33. The Chief Executive Officer shall act as Secretary of the Society and shall be responsible for the preparation and custody of the minutes of the proceedings of the Society and of the Directors, and of such other books and records of the Society as the Directors may from time to time determine. The Chief Executive Officer may delegate responsibility for the taking of the minutes of the proceedings of the Society and of the Directors to a Foundation staff or Board member.

XI PREPARATION AND CUSTODY OF ACCOUNTS

34. The Chief Executive Officer shall be responsible for the preparation and custody of the accounts of the Society.

XII TIME AND PLACE FOR INSPECTION OF BOOKS AND RECORDS

35. Members of the Society may at any time during business hours, upon reasonable notice, inspect the books and records of the Society at the place where they are ordinarily kept by the Society, subject to any restrictions on disclosure required pursuant to all federal and provincial legislation.

XIII ALTERATION OF BYLAWS

36. These Bylaws may be altered by Special Resolution passed by 75% of the members present at a general meeting of the Society, provided that notice of the meeting specifying the intention to propose a resolution amending the Bylaws as a Special Resolution has been given.

XIV Provisions from the Society's Pre-Transition Constitution

37. In the event of the dissolution or winding up of the Society all of its remaining assets, after payment of liabilities, shall be distributed to one or more charitable organizations in the Province of British Columbia, recognized by the Canada Revenue Agency as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in force. This provision was previously unalterable.
38. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives. This provision was previously unalterable.
39. The Society may invest funds in any or all of the following:
- i. investments authorized by the Laws of Canada for the investment of funds of Life Insurance Companies;
 - ii. any investments authorized by Section 15 of the *Trustee Act* Of the Province of British Columbia for the investment of trust funds.

This provision was previously unalterable.

40. The Society may establish, out of a portion of the cash surplus of the Society, an endowment fund (the Fund) for the purposes of achieving capital appreciation without undue risk and to defend such capital against inflation. The Fund may be invested in investments which the Board of Directors considers advisable notwithstanding that such investments may not be in the form of investments in which trustees are authorized to invest trust funds under the Laws of the Province of British Columbia or investments authorized by the Laws of Canada for the investment of funds of life insurance companies. This provision was previously alterable.

Dated at the City of Nanaimo, in the Province of British Columbia this
29th day of September, 2020.

CHAIR

VICE CHAIR