

# Gabriola Health Care Foundation

## Bylaws of the Gabriola Health Care Foundation, hereinafter called the "Society":

### Part 1 — Interpretation

#### 1. Definitions

(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 British Columbia from time to time in force and all amendments to it;

(c) "registered address" of a member means the member's address as recorded in the register of members; and

(d) "electronic means" means any system or combination of systems, including but not limited to email, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceedings in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(ii) 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.

(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 a corporation.

### Part 2 — Membership

3. Subject to sections 7 and 7.1 of these by-laws, the members of the Society are:

(1) the applicants for incorporation of the Society,

(2) members who by operation of the former by-laws of the Society became members of the Society solely by virtue of their being a resident of Gabriola who have not ceased to be a member and who have not registered as members of the Society, and

(3) individuals who have registered with the Society as a member as provided for by paragraph 4(2) of these by-laws.

#### 4. Eligibility for membership

(1) To be eligible for membership in the Society, an individual must:

(a) reside (full-time or part-time) or own land in the Gabriola Island Local Trust area, as that area is established under the Islands Trust Act of British Columbia,

(b) be 19 years of age or older, and

(c) be an individual and not a corporation or other entity.

(2) An individual who meets the requirements set out in this section of these bylaws and is not otherwise ineligible under these bylaws may register with the Society as a member. Registration as a member will be effective as soon as the Membership Registration Form is received by GHCFThe Society.

5. Every member must uphold the constitution and comply with these bylaws.

6. The amount of the first annual membership dues will be nil. After that the annual membership dues, if any, must be determined at an annual general meeting of the Society.

7. Individuals cease to be members of the Society

- (1) by delivering their resignation in writing to the secretary of the Society or by mailing (by electronic or regular mail) or delivering it to the address of the Society,
- (2) by ceasing to meet the criteria set out in paragraph 4(1) of these bylaws,
- (3) on their death or, in the case of a corporation or other entity, on dissolution, or
- (4) on being expelled.

7.1 Members who fall into the class of members described in paragraph 3(2) of these by-laws will cease to be members of the Society on December 31, 2019 if they do not register with the Society as a member as provided for by paragraph 4(2) of these by-laws on or before that date.

7.2 The ~~Secretary~~secretary of the Society will enter the name and address of all members of the Society in the Registry of Members as soon as is reasonable after receipt of a member's registration.

#### 8. Expulsion of a member by special resolution

(1) A member may be disciplined or expelled for conduct substantially prejudicial to the Society by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) Before a member is disciplined or expelled, the Society must:

(a) send to the member written notice of the proposed discipline or expulsion, including reasons, and

(b) give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion before the special resolution is put to a vote.

(3) 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.

#### 8.1 Expulsion of a member by the directors

(1) A member may be disciplined or expelled by the directors for conduct substantially prejudicial to the Society by a resolution of which not less than 75% of the directors then in office are in favour.

(2) Before a member is disciplined or expelled by the directors, the Society must:

(a) send to the member written notice of the proposed discipline or expulsion, including reasons, and

(b) give the member a reasonable opportunity to make representations to the directors respecting the proposed discipline or expulsion before the resolution is put to a vote.

#### 9. Repealed

### Part 3 — Meetings of Members

10. ~~General~~In-person general meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.

10.1 The directors may determine, in their discretion, to hold any general meeting in whole or in part by electronic means, ("electronic meetings") so as to allow some or all members to participate in the meeting remotely and:

(1) where a general meeting is to be conducted using electronic means, the directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately; and

(2) persons participating by permitted electronic means are deemed to be present at the general meeting.

10.2 Hybrid meetings permitting both in-person and electronic attendance are permitted.

10.3 Electronic meetings of the Society shall be deemed to be held in British Columbia.

10.4 If there is an interruption in the electrical power supply to an electronic meeting, the meeting will be deemed to be adjourned for 24 hours or for such longer period as is communicated to the members by the chair of the meeting once electronic communication has been restored.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. Notice

(1) Notice of ~~an in-person~~ general meeting must specify the place, day and hour of the meeting or, in the event of an electronic meeting, the way and times that the meeting will be conducted and, in case of special business, the general nature of that business.

(2) Notice of a general meeting must be provided or published at least two weeks prior to the scheduled ~~time and date~~ commencement of the meeting.

(3) 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.

(4) Notice of an electronic meeting must include, in addition to all meeting materials legally required to be made available to participating members, instructions on how and when members can participate in the meeting and how they can vote on any matters subject to a vote by the members.

14. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year ~~and not more than 15 months after the holding of the last preceding annual general meeting.~~

#### **Part 4 — Proceedings at General Meetings**

15. Special business is

(1) all business at an extraordinary general meeting except the adoption of rules of order, and

(2) all business conducted at an annual general meeting, except the following:

(a) the adoption of rules of order;

(b) the consideration of the financial statements;

(c) the report of the directors;

(d) the report of the auditor, if any;

(e) the election of directors;

(f) the appointment of the auditor, if required; and

(g) other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by any report of the directors issued with the notice convening the meeting.

16. Except for special resolutions proposed by the directors, no special resolution will be considered or voted upon at a general meeting of the Society unless a copy of that special resolution, in writing, has been deposited at the registered office of the Society not less than forty-five days before the general meeting at which it is proposed to be considered. Any request that a special resolution be considered at a general meeting must be signed by at least twenty-five members of the Society.

17. Quorum

~~(1) Business~~ (1) In the event of an electronic meeting conducted by email, if all motions or resolutions voted on by the members receive five or more votes from members, counting both those votes in favour of the motion and those opposed to it, there is deemed to be a quorum for the entire meeting.

(2) In the event of an in-person meeting or an electronic meeting other than one conducted by email:

- (a) business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present-;
- ~~(2) If(b)~~ if at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated-; and
- ~~(3) Ac)~~ a quorum is five members present or a greater number that the members may determine at a general meeting-

18. If within thirty minutes from the time appointed for a general meeting other than an electronic meeting conducted by email 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 thirty minutes from the time appointed for the meeting, the members present constitute a quorum.

19. ~~Subject to the following, the~~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.

20. ~~How~~However, if at a general meeting

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

21. Adjournment

- (1) A general meeting may be adjourned from time to time and from place to place, but no business ~~must not~~may be conducted at the continuation of 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 ten days or more, notice of the adjourned meeting must 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 an adjournment or of the business to be conducted at an adjourned general meeting.

22. Resolutions

- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- (3) In the case of an electronic meeting to be conducted by email, all resolutions to be considered by the members must be submitted to the Society in the manner and times set out in the notice of meeting. Such resolutions must be communicated to the members as soon as reasonable and, in any event, at least 48 hours prior to the deadline by which members must submit their votes on any motions or resolutions requiring a member vote.

23. Voting

- (1) A member in good standing ~~present at~~ participating in a meeting of members is entitled to one vote- provided that member has been a member of the Society for a period of at least 30 days
- (2) Voting at an in-person meeting is by show of hands unless a secret ballot is requested by two or more voting members or by the chair of the meeting.

(2.1) Voting at an electronic meeting is to be by email or other means following procedures set out in the notice of the meeting. To be valid an email or electronic vote must be received by the Society in the manner and within the time period communicated to the members at least 48 hours prior to the deadline by which members must submit their votes on any motions or resolutions requiring a member vote.

(3) Voting by proxy is not permitted.

24. A corporation or other entity other than an individual that is a member may not vote.

## Part 5 — Directors

25. There shall be a minimum of five directors and up to a maximum of eleven directors ~~-elected by members of the Society.~~

26. Powers

(1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, ~~and~~ that are not, by these bylaws or by statute or otherwise, lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the Society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

(2) A rule made by the Society in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

27. Resignation or expulsion of a director:

(1) If any director

(a) delivers his/her written resignation as a director to the registered office of the Society,

(b) is suspended or expelled from the Society in accordance with these bylaws, or

(c) without prior explanation acceptable to the president fails to attend three or more consecutive meetings of the directors,

then such director shall thereupon immediately cease to be a director and, if such director is also an officer of the Society, shall also thereupon immediately cease to be an officer, without any further action required by the directors.

(2) The secretary or president of the Society 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 and, if applicable, as an officer of the Society.

~~(3) The remaining directors may appoint a member to fill the vacancy.~~

(3) Repealed.

28. The directors shall have the power to, from time-to-time, appoint a member as a director, provided the total number of directors does not exceed the maximum number of directors permitted by these bylaws. No member may be appointed under this provision more than twice without, in the meantime, having been elected as a director.

29. All appointed directors shall hold office only until the next annual general meeting of the members of the Society, but they will be eligible for election or re-election at that meeting.

30. Subject to the Society Act, every director or former director of the Society shall be deemed to have assumed office on the express understanding, agreement, and condition that every director or former director of the Society, and

his/her 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, including an amount paid to settle an action or satisfy a judgment incurred by him or her in a civil, criminal or administrative action or proceeding which such director or former director sustains or incurs in or about any action, suit, or proceeding which is brought, commended, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done, or performed by him or her or any other director or directors in or about the execution of the duties of their office as a officer or director, including an action brought by the Society, and also from and against all other costs, charges, or expenses which he or she 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.

31. The Society may purchase insurance for the benefit of the directors and former directors against personal liability incurred by him or her as a director or officer.
32. A director must not be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society and the Society may, subject to the Society Act, pay remuneration to a director for services provided by the director to the Society in a capacity other than as a director provided those services do not create a conflict of interest with the individual's responsibilities as a director.

#### **Part 6 — Directors nominations committee**

33. The directors shall, as soon as is reasonable after each annual general meeting, appoint a nominations committee comprised of at least two directors or members of the Society.
34. The nominations committee shall:
  - (1) meet at least once in the period prior to the next annual general meeting;
  - (2) determine the skills and expertise necessary for the effective operation of the board of directors;
  - (3) determine, after consultation 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 meeting.);
  - (4) 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 elected in the particular year and not more than the maximum number of directors to be so elected.);
  - (5) obtain confirmation from the potential candidates that they are prepared to stand for election as a director of the Society; and
  - (6) publish the names of the candidates nominated by the committee, as well as the procedures by which the members may make further nominations, as part of the notice of the annual general meeting.
35. Further nominations from members of the Society will be accepted by any member of the nominations committee up to 48 hours before the scheduled commencement of the next annual general meeting. Such nominations must be in writing and must be signed by the nominee and at least five other members of the Society.
36. Repealed

#### **Part 7 — Election of Directors**

37. The nominations committee shall oversee the voting process for the election of directors at the annual general meeting.
38. All decisions with regard to any matters pertaining to the election of directors made by the nominating committee members conducting the election will be final and not subject to appeal.
39. ~~All~~ All directors other than appointed directors shall be elected at an annual general meeting of the Society and shall be elected to hold office until, at a maximum, the third following Annual General Meeting of the Society. A director or directors may be nominated and elected for a term of less than three years if the nominations committee determines that this is desirable in order to more nearly equate the number of directors whose term will expire each year.
40. If the number of directors nominated for election is less than or equal to the maximum number of directors to be elected, as determined by the nominations committee, their election may be by acclamation. However, if requested by a member present at the meeting, the election must be by show of hands or, if requested, by secret ballot: or, in the event of an electronic meeting, by electronic communication. In that event:
- (1) The first ballot or show of hands will be to elect, or to not elect, all nominated candidates (the "slate" of candidates).
  - (2) If the majority of the votes are in favour of the slate, then all candidates will be declared elected.
  - (3) If the majority of the votes are not in favour of the slate, then a separate ballot must be held with respect to each candidate. Each candidate that receives more favourable votes than unfavourable votes will be declared elected.
  - (4) If the sum of the number of directors so elected and the number of directors whose term did not expire at the particular meeting is less than the minimum number of directors provided for in these bylaws, then sufficient number of the unsuccessful candidates necessary to bring the number of directors up to the minimum number, selecting those with the with the most favourable votes, will be declared elected.
41. If the number of candidates nominated exceeds the maximum number of directors to be elected, as determined by the nominations committee, then a single ballot must be held:
- (1) ~~Each~~ In the event of an in-person meeting
    - (a) each ballot paper must contain the names of all candidates, ~~and~~
    - (2) ~~Each~~ each member present at the meeting will be entitled to vote in favour of up to the maximum number of directors to be elected by making a mark of some nature in the appropriate area of the ballot. Ballots with an excess number of votes will be considered invalid and the votes thereon will not be counted.
  - (2) In the event of an electronic meeting instructions on the voting procedures are to be provided to the members by the nominating committee in advance of the commencement of the voting.
  - (3) The candidates will be ranked in accordance with the number of valid votes received, and the number of candidates equal to the number of directors to be elected at the meeting, starting with the candidate receiving the largest number of votes and working down the ranked list, will be selected and declared elected.
- 41.1. In the event that two or more candidates receives the same number of votes in any ballot for the election of a director and the tie is relevant in determining whether a particular candidate is elected the winning candidate(s) from those candidates with the same number of votes will be determined by lot, or by coin toss, as determined by the nominations committee.
42. In any election, ballots in which a voter's intention is not clear, and those containing extraneous marks of any nature, will be rejected and not counted.



43. In the event of a ballot, one or more scrutineers who are prepared to abide by the provisions of the following two sections of these bylaws will, if requested by a candidate, be selected from the members attending the meeting by requesting volunteers or by other means acceptable to the candidates and the nominating committee. In the event of disagreement, decisions of the nominating committee will be final.
44. The nominating committee will conduct all vote counts. The scrutineer(s) will observe the vote counts, confirm the number of votes cast for each candidate, and confirm the names of the elected candidates. Each member of the nominating committee and each scrutineer will sign a report setting out the list of elected candidates.
45. The only information provided to the candidates and the members of the Society regarding any ballot will be the names of those candidates declared elected. The number of votes received by each candidate will be known only by the nominating committee and the scrutineers, and will not be provided to the candidates, the members of the Society, or to any other person.

## Part 8 — Proceedings of Directors

### 46. Meetings

- (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(1.1) Meetings of the directors may be conducted on an electronic basis employing email or other electronic means of communication provided all those participating in the meeting are able to participate in all exchanges of information related to a particular decision or action. Hybrid meetings permitting both in-person and electronic attendance are also permitted.

(1.2) Directors participating by permitted electronic means are deemed to be present at the meeting.

- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office. Business must not be transacted at a meeting of the directors unless a quorum of directors is present.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (5) Notice of a directors' meeting must be given at least 48 hours in advance of the commencement of the meeting. Directors may waive notice of a particular meeting in writing, by electronic mail, or by means of a motion passed at the meeting, if a majority of those directors in office at the time are present at the meeting and are in favour of the motion.

### 47. Committees

- (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and other members of the Society as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on 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.
- (3) 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.



- (4) The members of a committee may meet and adjourn as they think proper.
48. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
49. A director who may be absent temporarily from Gabriola, British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, electronic mail, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (1) a notice of meeting of directors is not required to be sent to that director, and
  - (2) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
50. Voting
- (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - (2) Each director will be entitled to one vote. Every vote will be equal to every other vote.
  - (3) In the case of a tie vote, the chair does not have a second or casting vote in addition to the vote to which he or she may be entitled as a director, and the proposed resolution does not pass.
51. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
52. Directors who are unable to attend a meeting may deliver their vote with respect to any particular resolution to be considered at a meeting in writing to the president prior to the meeting. If the director ~~is~~ subsequently attends the particular meeting, or a resumption of the meeting after an adjournment, then the written vote will be ignored.
53. A resolution in writing, signed or agreed to (as communicated to the president or secretary of the Society by electronic mail or other electronic means) by all the directors and placed in the minutes of the directors, is as valid and effectual as if regularly passed at a meeting of directors. Such resolutions may be in one or more counterparts each signed or agreed to by one or more directors which together shall be deemed to constitute one resolution in writing. Such resolution shall be effective on the date stated therein.
54. An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

### **Part 9 — Officers**

55. The officers will be elected by the directors from among their number at the first meeting of the directors following an annual general meeting 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. A director, other than the president, may hold more than one position.
56. If a successor is not elected, the person previously elected or appointed to an office continues to hold that office.
57. The president
- (1) presides at all meetings of the Society and of the directors,
  - (2) is the chief executive officer of the Society, and
  - (3) must supervise the other officers in the execution of their duties.
58. The vice president must carry out the duties of the president during the president's absence.
59. The secretary must do the following:

- (1) conduct the correspondence of the Society;
- (2) issue notices of meetings of the Society and directors;
- (3) keep minutes of all meetings of the Society and directors;
- (4) have custody of all records and documents of the Society except those required to be kept by the treasurer; and
- (45) have custody of the common seal of the Society.

60. The treasurer must

- (1) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (2) render financial statements to the directors, members and others when required.

61. Secretary-treasurer

- (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.
- (2) If a secretary-treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have otherwise been determined.

62. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 9.1 Executive Committee**

62.1 The officers and the immediate past-president, if still a director, will constitute the executive committee.

- (1) The executive committee will:
  - (a) act on behalf of the directors for those matters and during those time periods for which the directors have passed a resolution delegating action to the executive committee, with the condition that action taken will be reported to the directors, and
  - (b) act for the directors in situations which, in the opinion of the executive committee, require immediate action prior to the next meeting of the directors, and report to the directors on any action taken.
- (2) The quorum of the executive committee shall be three members. In the event that a quorum of executive committee members is not available at any particular time the executive committee may invite another director of the Society to temporarily become a member of the executive committee.
- (3) The executive committee may conduct its affairs by telephone or by electronic means, provided all members of the committee are able to participate in all exchanges of information related to a particular decision or action.

### **Part 9.2 – Signing authority**

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

- (1) by the president, together with one other director;
- (2) if the president is unable to provide a signature, by the vice-president together with one other director,
- (3) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (4) in any case, by one or more individuals authorized by the directors to sign the record on behalf of the Society.

### **Part 10 — Seal**

63. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

64. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

**Part 11 — Borrowing**

65. 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
66. A debenture must not be issued without the authorization of a special resolution.
67. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**Part 12 — Auditor**

68. This Part applies only if the Society is required or has resolved to have an auditor.
69. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
70. At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
71. An auditor may be removed by ordinary resolution.
72. An auditor must be promptly informed in writing of the auditor's appointment or removal.
73. A director or employee of the Society must not be its auditor.
74. The auditor may attend general meetings.

**Part 13 — Notice**

75. A notice may be given to a member, either
- (1) personally,
  - (2) by electronic or regular mail to the member at the member's registered address, if any, or
  - (3) by placing an advertisement in at least one issue of at least one newspaper regularly published on Gabriola Island, British Columbia.
76. Notice may be given to a director of a directors meeting, either
- (1) personally,
  - (2) by telephone, or
  - (3) by electronic or regular mail.
77. A notice sent by mail is deemed to have been given on the second day following the day 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. A notice published in a newspaper is deemed to have been given on the date the newspaper is published.
78. Notice of a general meeting must be given to
- (1) the members, and
  - (2) the auditor, personally or by regular or electronic mail if Part 10 applies.
  - (3) No other person is entitled to receive a notice of a general meeting.

**Part 14 — Bylaws**

79. On being admitted to membership, each member is entitled to, and if requested by the member, the Society must either give the member, without charge, a copy of the constitution and bylaws of the Society, or ensure that the member can access the constitution and bylaws of the Society via the internet.
80. These bylaws must not be altered or added to except by special resolution.

**Part 15 – Previously unalterable provisions**

81. Any land located at the top of Church Street, Gabriola (the land currently legally defined as a portion of the South ½ of the Northwest ¼ of Section 19, Gabriola Island, Nanaimo District), donated to the Foundation, and any medical clinic constructed on such land by or on behalf of the Foundation, may not be sold or otherwise disposed of by the Foundation without authorization granted by a resolution passed by a majority of those members attending an extraordinary general meeting called to specifically consider such disposition. Such extraordinary meeting may only be called after a three or more-month community consultation process to be carried out as determined by the directors at the time. This provision would not apply to the situation of returning the land in accordance with the provisions of the original Donation Agreement made between the Foundation and Potlatch Properties Ltd. This provision was previously unalterable.
82. The operations and affairs of the Foundation shall be conducted without purpose of financial gain for its members. Any profits or other accretions to the Foundation shall be exclusively used for advancing its purposes. This provision was previously unalterable.
83. Should the Foundation be disbanded or dissolved, its assets remaining after payment of all debts and liabilities shall be paid over and transferred to one or more charitable organizations (recognized as being qualified as such at the time under the provisions of the Income Tax Act, (Canada) located in the Province of British Columbia and having objectives similar to those of the Foundation, as may be directed by resolution of the members. This provision was previously unalterable.