

## CONSTITUTION

1. The name of the Society is: Mayne Island Health Centre Association
2. The Purposes of the Society are:
  - a. To assist in the establishment of a community health centre which places emphasis on the complete physical, mental and social wellbeing of the individual in his/her society.
  - b. To participate in the formulation of objective priorities and programming of the services that shall be provided.
  - c. To be active in achieving an integrated system of health, with all its related services, in accordance with the objectives of the government agencies whose elected or appointed members are responsible for health care.
  - d. To be active in coordinating this Society's goals with other organizations on Mayne Island.

**BYLAWS  
OF THE MAYNE ISLAND HEALTH CENTRE ASSOCIATION  
APPROVED BY SPECIAL RESOLUTION  
AT THE JULY 10, 2022 ANNUAL GENERAL MEETING**

**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;
- “Board” means the directors of the Association;
- “Bylaws” means these Bylaws as altered from time to time;
- “The Association” means the Mayne Island Health Centre Association;
- “Gross dereliction” means forsaking or failure in duty or reprehensible neglect which has or could have serious consequences for the Association.

**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.
- 1.4 The Association shall operate within the geographical boundaries of Mayne Island, B.C. This provision is alterable.
- 1.5 This Association shall be carried on without purpose of gain for its member and any other profits or other accretions to the Association shall be used for promoting its objectives.
- 1.6 In the event that the Association should at any time be wound up or dissolved, the remaining assets after payments of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by its members.
- 1.7 Clauses (1.5) and (1.6) were previously unalterable in accordance with Section 17 of the Societies Act.

**PART 2 – MEMBERS**

2.1 Membership is open to any resident, seasonal or permanent, of Mayne Island, providing this person is a full eighteen years of age.

**Duties of Members**

2.2 Every member must uphold the Constitution of the Association and must comply with these Bylaws.

**Dues**

2.3 The membership fee, payable at or before the Annual General Meeting, shall be set by the Directors annually and approved by the membership at the Annual General Meeting.

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**Cessation of Membership**

2.4 Annual membership automatically ceases when the member no longer maintains residence, either seasonally or permanently, on Mayne Island, or on March 31<sup>st</sup>.

**Member Not in Good Standing**

2.5 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**

- 2.6
- a) In the case of a director of the Association, for gross dereliction of their duties, not necessarily demanding proceedings under the Criminal Code of Canada.
  - b) In the case of any director or member of the Association, for acts contrary to the constitution, bylaws, and welfare of the Association.
  - c) An expulsion would demand a sixty (60) percent vote in favour of expulsion at a general or extraordinary meeting.

**PART 3 – MEETINGS**

**Annual General Meeting**

- 3.1
- a) The Annual General Meeting shall be held on a Saturday in April or May of each year.
  - b) Every notice of an annual, general, or special meeting of the Association shall state the nature of the business of the meeting and such notice shall be given to every member fourteen (14) days before such annual, general or special meeting.
  - c) Notice of an annual, general, or special meeting shall be deemed to be given to every member if posted on a public notice board or advertised in any newspaper circulated on Mayne Island.

**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 Association presented to the meeting;
  - c) Consideration of the reports, if any, of the directors or treasurer;
  - d) Election or appointment of directors; and
  - e) Business arising out of report of the directors not requiring the passing of a special resolution

**Calling a Special Meeting**

3.3 The Board of Directors or any three (3) members of the Board or ten (10) percent of the members may call a special meeting of the Association for any purposes.

**Rules**

3.4 The rules of procedure at an annual, general, or special meeting shall be determined by the Board of Directors.

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- a) Proxy voting is not allowed.

**Quorum for Meetings**

- 3.5 A quorum for the transaction of business at an annual, general, or special meeting of the Association shall be ten (10) percent of the membership as they appear on the membership roll.

**Lack of Quorum at Commencement of Meeting**

- 3.6 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.

**Voting**

- 3.7 Only paid-up members of the Association can vote.

**Altering Bylaws**

- 3.8 Any bylaw of the Association may be amended or rescinded, or new bylaws made, by an extraordinary resolution, provided notice of amendment, rescinding or proposed new bylaw be given to the Secretary, in writing, at least six (6) weeks prior to a general or extraordinary meeting, and that twenty-one (21) days notice of the amendment, rescinding or wording of the proposed new bylaw be given to the membership. The extraordinary resolution shall require a majority of seventy-five (75) percent of the members present to be passed.

**PART 4 – DIRECTORS AND OFFICERS**

- 4.1 The number of Directors for this Association shall be between five (5) and nine (9) inclusive, and shall be called the Board.

**Election and Term**

- 4.2 The Directors of the Association shall be elected by the members of the Association at the Annual General Meeting and shall hold office for three (3) years. No Director shall hold office for more than two (2) consecutive terms. The term of office of one third (1/3) of the Board members shall be completed each year at the Annual General Meeting. If election of Directors to three-year terms will not result in one third of Director positions being available for election in subsequent years, the Board may choose to designate any

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positions to be elected for one or two years, to restore the balance.

a) In the case that a director leaves their position, at the discretion of the Board, that director may continue in an advisory capacity to the Board for up to one year in order to mentor the director assuming the vacated position, in the duties of that position. The limit of two (2) consecutive terms as described in Clause 4.2 shall not apply to this one-year mentorship extension. If a non-voting advisor to the Board has just completed 2 consecutive terms as a director, the year served in an advisory capacity may be considered the required hiatus, allowing the person to be eligible to run for election the following year.

**Nominations**

- 4.3 a) The Board shall appoint a nominating committee two (2) months before the Annual General Meeting. The Board shall comprise from a minimum of five (5) to a maximum of nine (9) directors. When there are fewer than nine incumbent Directors, the Board may determine how many positions it wishes to deem vacant. Directors shall be elected from nominations from the general membership or by the Nominating Committee appointed by the Board. Any two (2) members in good standing can nominate another member as Director.
- b) All nominees shall be members in good standing of the Association.
- c) Nominations for Directors shall close 48 hours prior to the start of the Annual General Meeting.
- 4.4 Any vacancy that may occur in the Board may be filled by appointment by the Directors and be valid until the following annual, general or special meeting of the Association.

**PART 5 – DIRECTOR’S MEETINGS**

- 5.1 Meetings of the Directors may be called by the Chair or by three (3) Directors, and the presence of five (5) Directors shall constitute a quorum.
- 5.2 The Directors shall see that the minutes of members’ meetings and minutes of Directors’ meetings, and all other necessary books and records of the Association required by the bylaws of the Association or by an applicable statute or law are regularly and properly kept.

**PART 6 – BOARD POSITIONS**

- 6.1 The Officers of the Board shall be:
- a) Chair
  - b) Vice-Chair
  - c) Secretary
  - d) Treasurer
- 6.2 The Officers of the Board shall be elected each year by the Directors within thirty (30) days of the Annual General Meeting. The directors may at any time appoint a director to fill

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any officer vacancy, to be held until the next Annual General Meeting.

**Duties and Powers of the Officers**

6.3 Secretary – The secretary shall keep the records of the Association and shall perform such duties as may be delegated by the Board of Directors.

- a) Issuing notices of general meetings and Directors' meetings
- b) Taking minutes of general meetings and Directors' meetings
- c) Keeping the records of the Association in accordance with the Act
- d) Conducting the correspondence of the Board.

6.4 Treasurer - The Treasurer shall be the custodian of the funds of the Association and, subject to the control of the Board of Directors, shall pay any and all bills and also make available to the Annual General Meeting an accounting of all monies of the Association. The Treasurer with the Chair, or in the absence of the Chair, with such other member officer as may be designated by the Directors, may co-sign all cheques drawn on the funds of the Association.

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 Association's financial transactions
- c) Preparing the Association's financial statements
- d) Making the Association's filings respecting taxes
- e) Filing the annual report of the Association and making any other filings with the Registrar under the Act.

6.5 Chair – the Chair shall be the chief officer of the Association.

6.6 Vice-Chair – The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

6.7 Directors – The Directors shall not have power to borrow money in the name of the Association except with the approval of a membership quorum. No debenture shall be issued without the sanction of a special resolution.

**Directors-at-Large**

6.8 Any Director who is not an officer is a Director-At-Large. All Directors have duties to act consistently with these bylaws and the Societies Act.

**PART 7 – CONTRACTS**

7.1 Contracts on behalf of the Association may be made as follows:

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- a) A contract that, if made between natural persons, would be by law required to be in writing and under seal, may be made on behalf of the Association in writing under the seal of the Association, and may in the same manner be varied or discharged.
  - b) A contract that, if made between natural persons, would be by law required to be in writing signed by the person to be charged, may be made on behalf of the Association in writing signed by a person acting under its authority express or implied and may in the same manner be varied or discharged.
  - c) A contract that, if made between natural persons, would by law be valid although made orally and not reduced into writing, may be made in a similar manner on behalf of the Association by a person acting under its authority, express or implied, and may in the same manner be varied or discharged.
  - d) A contract made, varied or discharged according to this bylaw, is, so far as concerns its form, effectual in law and binding on the Association and all other parties to it.
- 7.2 A bill of exchange or promissory note shall be deemed to have been made, accepted or endorsed on behalf of the Association, if made, accepted or endorsed in the name of, or by or on behalf of or on account of the Association by a person acting under its authority, express or implied.

**PART 8 – AUDITS OF THE ACCOUNTS OF THE  
ASSOCIATION**

- 8.1 The Directors shall present to the members of the Association at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities of the Association during the preceding fiscal year; the said financial statement shall be signed by two (2) or more members of the Directors or by the Association's auditor.

**PART 9 – REMUNERATION OF DIRECTORS**

- 9.1 No Director shall receive remuneration from the Association except for out-of-pocket expenses while on Association business.

**PART 10 – INSPECTION OF RECORDS OF THE  
ASSOCIATION**

- 10.1 The books and records of the Association shall be open to the inspection by the members at all reasonable times at the office of the Association.

**PART 11 – THE SEAL**

- 11.1 The seal of the Association shall be kept at the office of the Secretary and shall only be used by this officer as directed by the Board or at the discretion of the Secretary in the discharge of their duties.