

### Special Resolution

I hereby certify that a Special Resolution was passed at a general meeting of the members of the Red Deer Hospice Society ("the Society") on January 17, 2017, that the Society's Bylaws be amended, as set out below:

The following provision is inserted:

*5.06 – The Treasurer shall at all times be responsible for the supervision of all the financial affairs of the Society. He or she shall ensure that the funds and securities of the Society are properly handled and ensure the books are kept as directed. He or she shall present a full detailed account of receipts and disbursements to the Board whenever requested, and shall prepare for submission to the Annual General meeting a statement duly audited as provided for in these Bylaw and ensure that the annual budget is presented to the Board for approval.*

in all other respects the Bylaws shall remain the same.

Dated at Red Deer, Alberta, this 17 day of January 2017.



Suzanne Alexander-Smith  
Print Name

President  
Title



**SCHEDULE "A"**

WHEREAS the Red Deer Hospice Society ("Society") is a Society, duly registered under the laws of Alberta;

WHEREAS the Society adopted new bylaws at the Annual General Meeting held January 28, 2014, which were registered on May 8, 2014 ("the Society's Bylaws");

AND WHEREAS, upon review of the Society's Bylaws, the Board of Directors of the Society, has determined that to enable the Nominating Committee to present nominees for ratification at the regular board meeting prior to an Annual General Meeting requires more than the 30 days presently stipulated for nominations in s. 3.04 of the Society's Bylaws, and that changing same to 60 days, aligns with existing governance policy GP5 and nominating procedures;

AND WHEREAS the Board of Directors of the Society believes it is in the best interest of the Society to amend the Society's Bylaws accordingly;

AND WHEREAS the Society's Bylaws requires that an amendment thereof is to be effected by Special Resolution.

**SPECIAL RESOLUTION**

IT IS RESOLVED THAT s.3.04 of the Society's Bylaws, which presently states:

*3.04 Nominations for a Board of Director shall be submitted in writing to the Chair of the Nominating Committee 30 days prior to the Annual General Meeting and shall include the name of the nominator, an indication of the nominee's consent, and a brief résumé.*

be and is hereby amended to read:

*3.04 Nominations for a Board of Director shall be submitted in writing to the Chair of the Nominating Committee 60 days prior to the Annual General Meeting and shall include the name of the nominator, an indication of the nominee's consent, and a brief résumé.*

in all other respects the Bylaws shall remain the same.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Red Deer Hospice Society

\_\_\_\_\_  
President -

\_\_\_\_\_  
Secretary -

SCHEDULE "A"

WHEREAS the Red Deer Hospital Society ("Society") is a Society duly registered under the laws of Alberta;

WHEREAS the Society adopted new bylaws at the Annual General Meeting held January 28, 2014, which were registered on May 8, 2014 ("the Society's bylaws");

AND WHEREAS, upon review of the Society's bylaws, the Board of Directors of the Society has determined that to enable the Nominating Committee to present nominees for election at its regular board meeting prior to an Annual General Meeting requires more than the 30 days presently stipulated for nomination in Article 3.04 of the Society's bylaws and it is deemed to be in the best interests of the Society to amend the bylaws to provide for a 60 day period for nomination and to amend the bylaws accordingly;

AND WHEREAS the Board of Directors of the Society believes that in the best interests of the Society to amend the Society's bylaws accordingly;

AND WHEREAS the Society's bylaws are amended in an amendment therefore to be passed by special resolution;

SPECIAL RESOLUTION

IT IS RESOLVED THAT Article 3.04 of the Society's bylaws which presently states:

3.04 Nominations for a Board of Directors shall be submitted in writing to the Chair of the Nominating Committee 30 days prior to the Annual General Meeting and shall include the names of the nominator, the indication of the nominator's consent, and a brief resume.

is hereby amended to read:

3.04 Nominations for a Board of Directors shall be submitted in writing to the Chair of the Nominating Committee 60 days prior to the Annual General Meeting and shall include the names of the nominator, the indication of the nominator's consent, and a brief resume.

is hereby amended to read:

PASSED AND ADOPTED at a meeting of the Board of Directors of the Society held on \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Chair of the Board of Directors

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

**UNANIMOUS RESOLUTION OF THE BOARD OF DIRECTORS OF THE RED  
DEER HOSPICE SOCIETY**


BE IT RESOLVED that the Red Deer Hospice Society (the Society) authorizes our current Executive Director, Val Hilario, and Treasurer, Elaine Campbell, or any other appointed officer of the Society (as evidenced by ratified minutes of the Society) to discuss Society affairs with the following agencies: Canada Revenue Agency, Alberta Liquor and Gaming Commission, or Service Alberta.

IT IS FURTHER RESOLVED that the attached Board Contact List be provided to these entities as required.


THIS RESOLUTION may be executed in separate counterparts and may be delivered by facsimile and/or portable document format (PDF), each of which so executed and delivered shall be deemed to be an original and all such counterparts shall together constitute one and the same Resolution.

We the undersigned, being all the Directors of the Society entitled to vote on the foregoing Resolution do hereby approve of and consent to the passing of this resolution as evidenced by our signatures hereto, as on the date stated below.


Effective this 15<sup>th</sup> day of March, 2016.

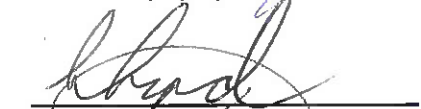
  
Suzanne Alexander-Smith

  
Nancy Goddard

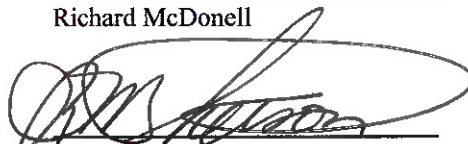
  
Noreen Onyfryszyn

  
Elaine Campbell


  
Richard McDonell

  
Toby Lampard

  
Gary Bomhoff

  
James McPherson

  
Kim Pasula

  
Kim Adzich

  
Elyse Richards

  
Wendi Rosspies



## Special Resolution

I hereby certify that a Special Resolution was passed at a general meeting of the members of the Red Deer Hospice Society ("the Society") on January 20, 2015, that the Society's Bylaws be amended, as set out below:

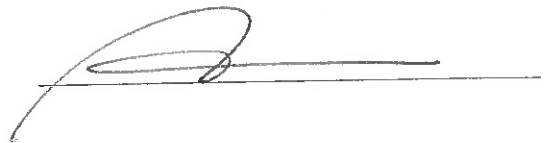
3.04 *Nominations for a Board of Director shall be submitted in writing to the Chair of the Nominating Committee 30 days prior to the Annual General Meeting and shall include the name of the nominator, an indication of the nominee's consent, and a brief résumé, including references. Nominees to the Board must be Ordinary Members, in good standing, at the time of nomination, and continue to be in good standing to be considered for election or appointment.*

be and is hereby amended to read:

3.04 *Nominations for a Board of Director shall be submitted in writing to the Chair of the Nominating Committee 60 days prior to the Annual General Meeting and shall include the name of the nominator, an indication of the nominee's consent, and a brief résumé including references. Nominees to the Board must be Ordinary Members, in good standing, at the time of nomination, and continue to be in good standing to be considered for election or appointment.*

in all other respects the Bylaws shall remain the same.

Dated at Red Deer, Alberta, this 3 day of March, 2015.



Suzanne Alexander Smith  
Print Name

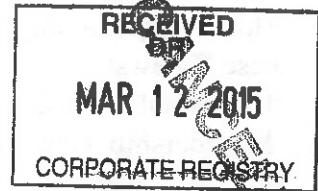
President, Red Deer Hospice Society  
Title





**BYLAWS GOVERNING THE OPERATIONS OF  
THE RED DEER HOSPICE SOCIETY**

Article I	Interpretation
Article II	Objects
Article III	Board of Directors
Article IV	Meetings of the Board of Directors
Article V	Officers
Article VI	Membership
Article VII	General Meetings
Article VIII	Committees
Article IX	Executive Committee
Article X	Voting
Article XI	Financial and Legal
Article XII	Staff
Article XIII	Rules of Order
Article XIV	Winding up of Society
Article XV	Amendment of Bylaws



ARTICLE I  
INTERPRETATION

1.01 Definitions:

- "Board" shall mean the Board of Directors of this Society;
- "Bylaws" means the bylaws of the Society, as amended;
- "General Meetings" shall mean the Annual General Meeting, or Special General Meeting;
- "Honourary Member" shall mean any individual qualifying as an honorary member pursuant to these Bylaws;
- "Individual" includes professional corporation, but not corporations in general;
- "Membership Year" shall be from February 1, to January 31 the following year;
- "Officers" shall mean the positions as outlined in ARTICLE V;
- "Ordinary Member" shall mean an individual qualifying as an ordinary member pursuant to these Bylaws
- "Ordinary Resolution" means: in the context of a General Meeting, a resolution passed by a simple majority of members present and entitled to vote at a General Meeting; and, in the context of a regular board meeting, a resolution passed by a simple majority of Directors present at a meeting for which due notice was given; provided however that a resolution in writing, signed by all Directors in office, without their meeting together, shall be valid and effectual as if it had been passed at a regular board meeting and such resolution may be signed in one or more counterparts, and facsimile signature shall be considered original.
- "Registrar" means Registrar as defined in the Business Corporations Act, R.S.A. 2000, c. B-9, as amended
- "Special Resolution" means:
  - (a) A resolution passed at a General Meeting, for which not less than twenty-one (21) days' notice of the General Meeting was given. Notice for the General Meeting must state the proposed resolution. There must be approval by a vote of seventy-five per cent (75%) of the members present and eligible to vote;
  - (b) A resolution proposed and passed as a Special resolution at a General Meeting with less than twenty-one (21) days' notice. All the members eligible to attend and vote at the General Meeting must agree or,
  - (c) A resolution agreed to in writing by all members of the Society who are eligible to vote;
  - (d) and shall be filed with the Registrar to be effective.
- "Society" shall mean the Red Deer Hospice Society;

1.02 The following rules of interpretation must be applied in interpreting these Bylaws.

- (a) *Singular and Plural*: words indicating the singular number also include the plural, and *vice versa*
- (b) *Headings*: are for convenience only. They do not affect the interpretation of these Bylaws;
- (c) *Liberal Interpretation*: these Bylaws must be interpreted broadly and generally, having regard to their function and purpose in guiding the governance of the Society.

## ARTICLE II OBJECTS

2.0 The Objects of the Society are:

- To promote, establish and operate a free standing Hospice.
- To promote learning about palliative and hospice care.
- To establish and offer bereavement counseling and care for those who are dying, their families and friends.
- To provide care that is specific to individual needs.
- To provide care that affirms the individual's dignity and self-worth.
- To lease, purchase or acquire facilities to house the hospice.
- To raise funds to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- To borrow and lease, mortgage, sell and dispose of property of the Society and establish a line of credit to achieve the objects of the Society.
- To use funds of the Society only according to and in pursuit of these objects or other charitable objects.
- To provide care that ministers to the individual's physical, spiritual and emotional need.

## ARTICLE III BOARD OF DIRECTORS

- 3.01 The business and affairs of the Society shall be governed by a Board, consisting of not less than nine (9) and not more than twelve (12) Directors, including the Officers referred to in Article V; the new Directors and Directors whose terms have expired, shall be elected at the Annual General Meeting, from among the members in good standing.
- 3.02 Each Director will be elected initially for a three (3) year term; and may be elected for a second three (3) year term. No person may serve as a voting member of the Board for more than six (6) consecutive years.
- 3.03 The immediate Past President of the Society, in the event that he or she has served for six (6) consecutive years when assuming the role of Past-President, may be a member of the Board of Directors for a maximum of one year, as a non-voting advisor.
- 3.04 Nominations for a Board of Director shall be submitted in writing to the Chair of the Nominating Committee 60 days prior to the Annual General Meeting and shall include the name of the nominator, an indication of the nominee's consent, and a brief résumé including references. Nominees to the Board must be Ordinary Members, in good standing, at the time of nomination, and continue to be in good standing to be considered for election or appointment.  
(Am. 20/01/2015)

- 3.05 The Board of Directors may fill, by appointment from among the members in good standing, any vacancy within its own number which may occur between Annual General Meetings. The failure to fill such vacancy shall not, as long as at least a quorum of directors are still in office, invalidate any action taken by it. If a quorum of directors are no longer in office, the remaining Directors may act only to call a Special General Meeting for the purpose of electing Directors.
- 3.06 An Officer or other Director shall cease to hold office by:
- (a) submitting a letter of resignation to the Board,
  - (b) failing to attend 75% of all meetings held in a given Membership Year or missing three consecutive regular board meetings in a Membership Year. Removal may be waived when circumstance such as illness and hospitalization have caused the absences.
  - (c) being removed from office by an Ordinary Resolution passed by the Directors present at a regular board meeting. The Director who is the subject of the proposed removal shall be given an opportunity to be heard before the resolution is put to a vote.
- 3.07 The Directors and Officers of the Board shall be indemnified for their losses, expenses and liabilities which arise from any claims and/or legal action brought against them and arising out of the carrying out of their duties as directors and/or officers. This indemnification is limited to and subject to the amount of coverage, conditions and exclusions contained in the wording of any insurance policy(s) in favour of the Red Deer Hospice Society providing coverage for the activities of directors and officers of the Society.

#### ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

- 4.01 Meetings of the Board shall convene in a regular meeting with a quorum at least once every two months.
- 4.02 Notice of each Board meeting, together with an agenda, shall be sent to each Director five days before the date of the meeting. Notice may be effected by electronic means to an address provided to the President by the respective Director. No notice is necessary if all Directors are present and have waived such notice either before or after such meeting.
- 4.03 For meetings of the Board, not less than one-half of the number of Directors elected at the most recent Annual General Meeting shall constitute a quorum.
- 4.04 A number of Directors which constitutes a quorum are entitled to use teleconferencing or internet technology to conduct a Board meeting. Quorum must be maintained throughout the teleconference meeting.

#### ARTICLE V OFFICERS

- 5.01 The following officers shall be elected annually by the Board from the members elected to serve on the Board at the first regular meeting of the Board following the Annual General Meeting:
- a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer; and
  - e. Such other officers as it may deem advisable;
- the Officers shall hold office until the next Annual General Meeting or until their successors are elected or appointed.
- 5.02 No Officers shall hold the same office for more than five consecutive years.
- 5.03 The President shall, when present, preside at all meetings of the Board and shall be a voting member ex-officio of all committees responsible to the Board.
- 5.04 The Vice-President shall assist the President in the discharge of the President's duties and may act in the President's place for all purposes in the event of the President's absence or inability to act.
- 5.05 The Secretary shall keep or cause to be kept a correct list of the members of the Society and of their addresses and a true and correct record of all proceedings of the Society and of the Board and shall perform all duties which the nature of this office may require or which may be determined by the Board.

## ARTICLE VI MEMBERSHIP

- 6.01 There are two classes of membership:
- (a) Ordinary Members
  - (b) Honourary Members
- 6.02 Ordinary Members
- (a) An individual, who is eighteen (18) years or older, who applies for membership in the Society and pays any membership fee, which shall be prescribed from time to time by the Board by ordinary resolution, shall be considered an Ordinary Member as at the date his or her name appears in the Register of Members;
  - (b) An Ordinary Member may be an annual member, or a lifetime member, should such sub-categories be prescribed from time to time, by the Board by Ordinary Resolution.
  - (c) The membership term for an annual Ordinary Member shall be for one Membership Year and membership fees for an annual ordinary membership shall not be pro-rated for any part of said term;
  - (d) Ordinary Members shall be eligible to vote at General Meetings, provided they are in good standing by December 16, in the given Membership Year and continue to be in good standing as at the date of the General Meeting.

- 6.03 Honourary Members
- (a) When the Board determines that an individual, corporation, partnership or other entity has made a significant contribution to the objects of the Society, the Board may invite that person to join the Society as an Honourary Member. Any member fee shall be waived for an Honourary Member, and an Honourary Member shall be designated as such on the register of members shall remain an Honourary Member at the discretion of the Board;
  - (b) Honourary Members receives the benefits of membership in the society as Ordinary Members, except they are not eligible to vote at General Meetings of the Society or be elected to the Board;
  - (c) Nothing precludes an individual who is an Honourary Member from becoming an Ordinary member (with the rights and privileges of that class), by applying for such membership in accordance with these Bylaws.
- 6.04 All members of the Society shall support the Mission, Vision and Goals of the Society and shall comply with Bylaws, policies, and procedures of the Society.
- 6.05 The only members of the Society who are eligible to vote at General Meetings are Ordinary Members who are in good-standing as at December 16, of a given Membership Year.
- 6.06 A member is in good standing when:
- (a) The member has paid the prescribed membership fees to the Society,
  - (b) And the membership has not ceased or been suspended or revoked as provided for herein.
- 6.07 A member shall cease to be a member by:
- (a) Delivering a letter of resignation to the Board;
  - (b) Upon his or her death, or
  - (c) On failing to pay the required membership fee within 15 days of applying for membership.
- 6.08 Membership in the Society may be refused, suspended, or revoked by a majority vote of the Directors present at the meeting convened to determine the matter (including at a regularly scheduled Board meeting), The member, who is the subject of the proposed action shall have reasonable notice of the meeting and the reasons therefore and have an opportunity to be heard at the meeting before the resolution is put to a vote.
- 6.09 The Society shall keep a current and accurate Register of Members, which shall include: name, member number (if applicable), residential address, date of admission as a member, date membership ceased and class of membership (if applicable).

ARTICLE VII  
GENERAL MEETINGS

- 7.01 Annual General Meetings shall be held within five months following the end of the fiscal year. The Annual General Meeting shall be convened by the President at such time and place as the Board may choose, to receive the reports of the Officers and committees of the Society, to elect the Officers and other Directors, and to transact such other business as may properly come before it.
- 7.02 A Special General Meeting may be called by the President at any time, and the President is bound to do so within three days of receipt of a written request signed by at least twenty five percent of the members. The Special General Meeting must be held not more than forty-five days after the receipt by the President of such request.
- 7.03 Notice of each Annual General Meeting or Special Meeting shall be sent by ordinary mail or email not less than twenty-one (21) days before the date of the meeting to each member and shall indicate briefly the purposes for which the meeting is being called. In the event of interruption of mail service or other circumstances affecting delivery of notice, notice may be given by publication in newspapers which are distributed in the region.
- 7.04 At any General Meeting, no less than three members and a minimum of 50% of the Board elected at the previous Annual General Meeting present shall constitute a quorum.

#### ARTICLE VIII COMMITTEES

- 8.01 The Board may establish committees and determine their purposes, terms of reference and composition. All Committees shall be responsible to the Board.
- 8.02 For meetings of any Committee, unless otherwise specified by these Bylaws, or by the Board, two members shall constitute a quorum.

#### ARTICLE IX EXECUTIVE COMMITTEE

- 9.01 The Executive Committee shall consist of the Past President, President, Vice President, Secretary and Treasurer and such other officers as the Board may deem advisable.
- 9.02 The Executive Committee may exercise and discharge the duties and responsibilities of the Board in matters that require immediate action, and shall discharge such other duties as may be assigned to this committee by the Board.
- 9.03 The Executive Committee shall, at each meeting of the Board, submit to it a report of its actions; any decisions made by the Executive Committee shall be submitted for ratification to the Board.

**ARTICLE X**  
**VOTING**

- 10.01 Except as otherwise prescribed in these Bylaws, all decisions at any General Meeting, or any meeting of the Board or of its Committees, shall be by majority vote of those present and eligible to vote. In case of an equality of votes, the President/Chairperson is entitled to a casting vote.
- 10.02 A ballot vote on any issue may be conducted at General Meetings at the discretion of the President. A ballot vote shall be conducted at General Meetings when a majority of those present and eligible to vote are in favour of this form of voting on the issue in question.
- 10.03 A ballot vote may be conducted at meetings of the Board only when the Board is voting to fill a vacancy within its own members that has occurred between Annual General Meetings of the Society.

**ARTICLE XI**  
**FINANCIAL AND LEGAL**

- 11.01 An estimate of the amount of money required for the next year's annual operating expenses, including fixed and other charges, shall be submitted to the Board no later than four weeks before the end of each fiscal year by the Treasurer or his/her designate. The approval of the Board of such estimate, in whole or in part, shall be a warrant for expenditure of the amounts so approved in the year for which such estimate is approved.
- 11.02 An auditor who shall be a qualified Chartered Accountant or a firm of Chartered Accountants shall be appointed each year at the Annual General Meeting and shall audit the records of the Society annually within 90 days of the Society's fiscal year end.
- 11.03 Any two of the President, Vice-President, Secretary, Treasurer or Executive Director may sign on behalf of the Society all contracts, deeds, documents, bank documents, cheques and other instruments requiring execution on behalf of the Society; provided, however, that the Board of Directors, from time to time, may direct the manner in which any deeds, contracts, bank documents, cheques or obligation of the Society shall be signed.
- 11.04 The Board shall have charge of the Society's banking, including the operation of general and special accounts, and the borrowing of monies. Any instructions given by the Board to the bankers in the form of an Ordinary Resolution shall be binding upon the Society.
- 11.05 No debt, liability or other obligation shall be incurred or entered into by or in the name of the Society by any member, Director, officer, Committee, or other person without written authority from the Board.



- 11.06 The books and records of the Society may be inspected by any members of the Society at the Annual General Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Director shall at all times have access to such books and records.

ARTICLE XII  
STAFF

- 12.01 The Board may hire an Executive Director to perform such duties as may be assigned by the Board. The Executive Director may be authorized to hire additional staff.
- 12.02 No employee of the Society, at any level, shall be eligible to hold any elected position within the Society.

ARTICLE III  
RULES OF ORDER

- 13.01 Where not otherwise specified in these Bylaws or Society's policies and procedures, *Robert's Rules of Order, Newly Revised* (11 Ed.), as amended shall be the authority for procedure and conduct of any meetings and General Meetings of the Society.

ARTICLE XIV  
WINDING UP OF SOCIETY

- 14.01 The Society shall not pay any dividend to or distribute its property among its members.
- 14.02 The Society may be wound up pursuant to the *Societies Act*, R.S.A. 2000, c. S-14, as amended:
- (a) Only by the Board presenting a Special Resolution to the membership to wind up the Society;
  - (b) In the event the Society is dissolved, any funds or assets of the Society remaining, after payment of its debts, are to be paid to a registered and incorporated charitable organization. The members of the Society eligible to vote, shall by Special Resolution select this recipient charity. If there is insufficient agreement among the members of the Society who are eligible to vote, to pass such a Special Resolution, then any member of the Society eligible to vote may request the remaining assets be distributed, pursuant to the *Societies Act*, by a liquidator or liquidators appointed to wind up the affairs of the Society. No member of the Society shall be entitled to receive any assets of the Society upon dissolution.

ARTICLE XV  
AMENDMENT OF BYLAWS

- 15.01 These Bylaws may only be repealed or amended by Special Resolution proposed by the Board.

15.02 Notice of any proposed changes to these Bylaws shall be sent to all members by ordinary mail or email not less than twenty-one (21) days before the date fixed for the General Meeting at which the proposed changes will be considered.

These Bylaws were approved as amended by the Red Deer Hospice Society, this 20<sup>th</sup> day of January, 2015.

  
\_\_\_\_\_  
President