



# BC Epilepsy Society

## **NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING OF THE MEMBERS**

NOTICE is hereby given that the Annual General Meeting and Special General Meeting (the "Meeting") of the British Columbia Epilepsy Society (the "Society") will be held at the Van Dusen Gardens, Floral Hall, 5251 Oak Street, Vancouver, British Columbia, on Saturday, May 27, 2017 at 12:30 p.m. for the following purposes:

1. To receive the report of the Chair and Executive Director to the Members;
2. To receive and approve the audited financial statements of the Society for the year ended December 31, 2016;
3. To elect 3 directors to hold office for a 2 year term;
4. To appoint auditors for the ensuing year;
5. To approve the following proposed special resolution:

### **Replacement of Bylaws**

RESOLVED as a special resolution that:

1. The current Bylaws of the Society be rescinded in their entirety and that the form of Bylaws attached hereto as Schedule "A" be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society.
2. The altered bylaws set out in Schedule "A", will take effect on the Society filing the Bylaw Alteration Application with the Registrar of Companies.

*A copy of the proposed altered Bylaws is attached hereto as Schedule "A".*

6. To transact such other business as may properly come before the Meeting.

Each member in good standing with the Society as at the date of the Meeting is entitled to vote at the Meeting. All votes must be cast in person or by proxy at the Meeting.



# BC Epilepsy Society

The members who are unable to attend the Meeting are required to complete, date and sign the attached form of Proxy and return it to the Society's Secretary as directed on the form of proxy before the beginning of the Meeting.

DATED this 12<sup>th</sup> day of May, 2017.

**BRITISH COLUMBIA EPILEPSY SOCIETY**

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Dan O'Brien  
Chair

**SCHEDULE A**

**BYLAWS OF THE BRITISH COLUMBIA EPILEPSY SOCIETY**

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### PART 1 - INTERPRETATION

- 1.1 In these bylaws, unless the context requires otherwise:
- a) "Board" means the Board of Directors of the Society;
  - b) "Bylaws" mean the Bylaws of the Society;
  - c) "Director" means a person elected or appointed to serve on the Board pursuant to these Bylaws;
  - d) "In writing" and "written" includes but is not limited to electronic mail and electronic modes of representing or reproducing words in a visible form.
  - e) "Officer" means a person elected or appointed to serve as an Officer pursuant to these Bylaws;
  - f) "Province" means the Province of British Columbia;
  - g) "Purposes" means the Purposes of the Society in the Society's Constitution;
  - h) "Societies Act" means the Societies Act of the Province of British Columbia and all amendments thereto;
  - i) "Society" means the British Columbia Epilepsy Society;
  - j) "Special Resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast during a General Meeting, and of which not less than fourteen (14) days' notice specifying the intention to propose the resolution as a Special Resolution has been given.
- 1.2 The definitions in the Societies Act shall apply to these Bylaws.
- 1.3 Words importing the singular shall include the plural and vice versa. Words importing the male gender shall include the female gender and bodies corporate.

### PART 2 - MEMBERS

- 2.1 The categories of membership in the Society are as follows:
- a) **Individual Members:** A person who supports the objects of the Society may apply for Membership in the Society.
  - b) **Organization Members:** A group of individuals who belong to a single organization who support the objects of the Society may apply for Organization Membership in the Society. Only one (1) person may represent an Organization Member as a voting member at General Meetings, but that organization may send as many non-voting delegates as they choose.
- 2.2 The members of the Society are the Individual Members and Organization Members who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members (Individual Members and Organization Members, collectively, the "**Member(s)**").
- 2.3 An individual or an organization may apply to the Board or be nominated for membership in the Society and on acceptance by the directors is a Member.
- 2.4 The Directors may accord membership in the Society to any person who is resident in the Province of British Columbia and to any organization that has subscribed to the Purposes of the Society.
- 2.5 All Members are in good standing.
- 2.6 The rights of Members in good standing shall be as follows:

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Each Member shall be entitled to one (1) vote at General Meetings and shall be entitled to make motions, speak, and vote at such meetings. No one (1) person shall be entitled to more than one (1) vote.

### Ceasing to be a Member

- 2.7 Membership in the Society shall cease upon a Member:
- a) delivering a resignation in writing to the address of the Society;
  - b) being expelled under Part 2.8; or
  - c) on the person's death.

### Expulsion

- 2.8 The Directors may expel a Member from the Society for any reason by a two-thirds (2/3) vote.
- 2.9 A Member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s) and given the opportunity to defend in person or by agent prior to the vote.

## **PART 3 - OFFICERS**

- 3.1 At a Directors meeting following the Annual General Meeting, the Directors shall elect amongst themselves for a one (1) year term, an Executive Committee, which shall consist of Officers as follows:
- a) Chair;
  - b) Secretary;
  - c) Treasurer; and
  - d) Chair of the Professional Advisory Committee.

### Eligibility

- 3.2 To be nominated, elected, appointed, and continue to serve as an Officer, a person must be a Member in good standing of the Society, and must not be an employee of the Society.

### Term of Office for Officers

- 3.3 The one (1) year term of office for Officers commence and end upon the adjournment of the respective Annual General Meeting.

### Past-Chair

- 3.4 When the Director serving as Chair has completed their term as Chair, the Directors may, at their sole discretion, appoint the retiring Chair to the position of Past-Chair for one (1) term of two (2) years.

## **PART 4 - DUTIES OF OFFICERS**

- 4.1 The duties of the Officers may be determined by the Board in its discretion.
- 4.2 The duties of the Chair may include but are not limited to the following:
- a) preside at all meetings of the Society, the Board of Directors, and Executive Committee;
  - b) be an ex officio member of all committees, except the nominating committee; and

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- c) be entitled at any time to call an extraordinary general meeting of the Society or a special meeting of the Executive Committee.
- 4.3 The duties of the Secretary may include but are not limited to the following:
- a) conduct the correspondence of the Society, the Directors, and the Executive Committee;
  - b) carry out the duties of the Chair during the Chair's absence and shall carry out such other duties as may be designated by the Board or the Executive Committee.
  - c) keep minutes of all meetings of the Society, the Directors, and the Executive Committee; and
  - d) submit in conjunction with the Treasurer, appropriate filings for the British Columbia Registrar pursuant to the requirements of the Societies Act.
- 4.4 The duties of the Treasurer may include but are not limited to making an annual report, in writing, showing the financial condition of the Society and the results of the year's operation of the facility; and ensuring that any other financial reports, which the Directors may from time to time require, are prepared and presented.
- 4.5 The Chair of the Professional Advisory Committee shall preside at all meetings of the Professional Advisory Committee.

### **PART 5 - BOARD OF DIRECTORS**

#### Composition

- 5.1 There shall be a minimum of three (3) Directors or such other number greater than three (3) as may be determined by the Members at a General Meeting.

#### Nomination and Election of Directors and Terms of Office

- 5.2 The Board may in its discretion, appoint a nominating committee in advance of the Annual General Meeting for the purpose of soliciting nominations for Director positions.
- 5.3 Nominations for Director positions may be made by the nominating committee, if any, or by any Member at the Annual General Meeting
- 5.4 The Directors shall be elected at the Annual General Meeting, for terms of office of two (2) years or until their successors are elected or appointed. Terms of office commence and end upon the adjournment of the respective Annual General Meeting.
- 5.5 To the extent possible, every year, half the number of Directors in office shall be elected for a two (2) year term.
- 5.6 If the number of nominees for Directors matches or is less than the number of open positions, the nominees shall be elected by acclamation.
- 5.7 If the number of nominees for Directors is greater than the number of open positions, the Directors shall be elected in accordance with Part 5.4.
- 5.8 Tie votes that render the election inconclusive shall be resolved by a run-off ballot whereby those nominees receiving tie votes will be put forth to subsequent rounds of voting until the required number of directors has been elected.
- 5.9 Every Director must be a Member of the Society. No one (1) person shall hold more than one (1) Director position at a time.
- 5.10 At the completion of their term as Chair, that Director may sit as Past-Chair at the sole discretion of the Board for one (1) term of two (2) years. No election is required for Past-Chair.

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- 5.11 The Board of Directors shall include among its number no fewer than one (1) person who has epilepsy, or is the first degree relative of a person who has epilepsy.
- 5.12 An employee of the Society shall not be eligible to serve as a Director of the Society, and, upon becoming an employee of the Society, an incumbent Director shall be deemed to have resigned from such office.

### Powers

- 5.13 The Board may exercise all such powers and do all such acts and things that the Society may exercise and do, and may delegate its powers and duties to the Executive Committee. In exercising its powers, the Board shall be subject to the laws affecting the Society, the Constitution, and the Bylaws.
- 5.14 The Board shall be responsible for ensuring that the purposes objects of the Society, as stated in the Constitution, are carried out.

### Vacancies on the Board

- 5.15 In the event of a vacancy in an Officer or Director position, the Directors may appoint a person qualified as in these Bylaws to fill such vacancy until the adjournment of the next Annual General Meeting.

### Removal

- 5.16 A Director shall cease to hold office:
- a) At the end of the Director's term of office;
  - b) upon delivering a resignation in writing to the Society;
  - c) upon the person's death;
  - d) upon ceasing to be qualified to serve as Director pursuant to the Societies Act;
  - e) by a resolution of the majority of Directors then in office;
  - f) by a Special Resolution to remove such Director from office; or
  - g) if the Director is absent from three (3) or more consecutive Board meetings and the Board finds the reasons for such absence unacceptable.

### Remuneration

- 5.17 No Director shall be remunerated for being or acting as a Director, but a Director shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board.

### Conflicts of Interest

- 5.18 Any Director who has a direct or indirect material interest in a contract or transaction or a proposed contract or transaction of the Society shall comply with the requirements of the Societies Act.

### Insurance

- 5.19 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee, or agent of the Society against any liability incurred by him or her while acting as such Director, Officer, employee, or agent of the Society. The purchase and maintenance of such insurance for Directors shall not be deemed remuneration for the purposes of Section 5.17 of these Bylaws.

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### PART 6 - GENERAL MEETINGS

- 6.1 Meetings of Members of the Society shall be called General Meetings, and shall be held at the times and places, in compliance with the Societies Act, that the Directors decide.
- 6.2 A notice, including notice of General Meeting, may be given to a Member, either personally, by mail to the member at the member's registered address or by email to the member at the email address given by the member to the Society.
- 6.3 The notice for General Meetings shall be no less than fourteen (14) days and shall be sent to all Members in good standing and to the auditor.
- 6.4 Pursuant to the provisions of section 77(2) of the Societies Act, if the Society has more than 250 members, a notice is deemed to have been sent if it has been sent to every member of the Society who has provided an email address, by email to that email address, and is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website.
- 6.5 General Meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof;
- 6.6 In addition to the Directors and Members, General Meetings may also be attended by individuals, invited by the Board or an individual Director, who shall be entitled to speak, but shall not be entitled to make motions or vote
- 6.7 At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members, except that if, before or after such a vote, two (2) or more Members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.
- 6.8 The voting assembly during General Meetings shall consist of the Members in good standing.
- 6.9 Special Resolutions and Ordinary Resolutions may only be decided during General Meetings.
- 6.10 The election of Directors, the acceptance of the audited financial statements, and the appointment of the auditor shall ordinarily be conducted at the Annual General Meeting.
- 6.11 A Special General Meeting may be convened by the Directors, by the Executive Committee, or by a written appeal of ten (10) per cent of the Members of the Society.
- 6.12 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 shall not invalidate proceedings at that meeting.
- 6.13 A quorum during General Meetings shall be three (3) Members and two (2) Officers.
- 6.14 At all General Meetings of the Society, Members in good standing shall have one (1) vote; and in the absence of any Member at any General Meeting of the Society such Member may, by proxy in writing, appoint such other Member or other person approved by the registered Member(s) who is present at such a meeting to vote in the place of such absent Member.

No person shall act as proxy for more than five (5) active Members.

The proxy must be delivered to the Society's Secretary. Unless the proxy is received by the Secretary at or before the beginning of the meeting, it shall not be valid.

An instrument appointing a proxy may be in the following form, or in any other form that the Directors shall approve;

I, \_\_\_\_\_ of, \_\_\_\_\_ in the Province/State of \_\_\_\_\_, hereby appoint \_\_\_\_\_, of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the (Annual or Special as the case may be) General Meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.  
Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.



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### PART 7 - PROCEEDINGS OF THE DIRECTORS

- 7.1 Regular meetings of the Directors shall be held at times and places, in compliance with the Societies Act, which the Directors, the Executive Committee, or the Chair may decide. The Chair may, and on the request of three (3) or more Directors shall call a Special meeting of the Directors. There shall be at least six (6) meetings of the Directors in each calendar year.
- 7.2 A quorum during Board meetings shall be three (3) of the Directors holding office.
- 7.3 The Directors may conduct their business by teleconference calls, video-conferencing, or by other electronic means, provided that all the Directors have been notified and provided that a quorum of the Directors shall participate in such calls.
- 7.4 A resolution in writing, signed by all Directors and placed with the minutes of the Directors shall be valid and effective as if regularly passed at a meeting of the Directors.

#### Notices of Meetings

- 7.5 A notice of at least seven (7) days of a Board meeting shall be given to all the Directors.
- 7.6 Notwithstanding Part 7.5, the notice of a Board meeting may be waived or reduced by a unanimous vote of all the Directors then in office, except as provided in Part 7.8a) below.
- 7.7 Notwithstanding Part 7.5, it shall not be required to give the full seven (7) days' notice of a Board meeting to a newly elected or appointed Director if such meeting was previously scheduled to be held within less than seven (7) days of such Director's election or appointment.
- 7.8 A Director who may be absent temporarily from the Province may send or deliver to the Society's office a written waiver of notice of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
- a) no notice of meetings of Directors shall be sent to that Director, nor shall the consent of such Director be required to waive or reduce the notice of a Board meeting; and
  - b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

### PART 8 - COMMITTEES

- 8.1 The Directors may delegate any, but not all, of the powers to committees consisting of such Director or Directors as they may think fit.
- 8.2 The Board, the Executive Committee, or the Chair may establish ad hoc committees, appoint their members, and prescribe their duties and terms of reference, and such committees shall be dissolved upon concluding their tasks and presenting their final reports, or upon being discharged by the appointing body.

#### Committee Procedures, Quorum, Voting

- 8.3 Unless otherwise prohibited by these Bylaws, or in a committee's terms of reference, a committee may transact its business by teleconference calls or other electronic means, provided that all its members have been notified and provided that a quorum of the committee shall participate in its proceedings.
- 8.4 The quorum for a committee of the Society shall be a majority of its members then in place, except that a quorum of the Executive Committee shall be two (2) Officers.
- 8.5 Except for the members of the Executive Committee, committee members may be selected from among the Directors or from outside the Board, at the discretion of the body that appoints the respective committee. Unless otherwise prohibited from

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voting by these Bylaws, or by the committee's terms of reference, all committee members, including those from outside the Board, shall be voting members of the committee.

### Executive Committee

- 8.6 The Executive Committee shall consist of the Officers, and shall be responsible for the management of the affairs of the Society between Board meetings. In carrying out its duties, the Executive Committee shall comply with the Societies Act, the Constitution and Bylaws, and any guidelines and policies established by the Board. The Executive Committee shall report its activities to the Board.
- 8.7 The Executive Committee shall meet as it sees fit and may establish the procedure for its meetings.

### **PART 9 - SEAL**

- 9.1 The Executive Committee may provide a common seal for the Society and they shall have the power from time to time to destroy such seal and replace it with a new seal.

### **PART 10 - SIGNING OFFICERS**

- 10.1 The signing officers for the Society shall be as designated annually by the Board. Two (2) signatures shall be required for cheques over \$5,000 and contracts.

### **PART 11 - BORROWING**

- 11.1 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 the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the sanction of a Special Resolution.

### **PART 12 - AUDITOR**

- 12.1 The Society shall have an auditor.
- 12.2 At each Annual General Meeting, the Society shall appoint an auditor to hold office until the next Annual General Meeting or until a successor has been appointed.
- 12.3 An auditor may be removed by an Ordinary Resolution.
- 12.4 An auditor shall be informed forthwith in writing of such auditor's appointment or renewal thereof, or removal.
- 12.5 An auditor must be independent of the Society in accordance with the Societies Act.
- 12.6 The auditor may attend the General Meetings.

### **PART 13 - PARLIAMENTARY AUTHORITY**

- 13.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are consistent with the Societies Act or with the Society's Constitution and Bylaws.

### **PART 14 - BYLAWS**

- 14.1 On being admitted to membership, each Member is entitled to and the Society shall give such Member, without charge, a copy of the Constitution and Bylaws.
- 14.2 These Bylaws may be amended by a Special Resolution.

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### **PART 15 - HEAD OFFICE**

- 15.1 The operations of the Society are to be carried on throughout the Province of British Columbia. The head office shall be in a location in British Columbia as determined by a majority of the Directors.

### **PART 16 - PREVIOUSLY UNALTERABLE PROVISIONS**

- 16.1 This is a non-profit, non-political and non-religious organization. The Association shall never in any way discriminate against any person or group of persons for their religious or political views. This provision was previously unalterable.
- 16.2 Upon winding up or dissolution of the Society, the assets remaining after the payments of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries, or wages, and after the payment of any debts of the Society, shall be distributed to a Qualified Donee as defined in the Canada Income Tax Act and specified in an ordinary resolution of the Society or a Directors' Resolution.