



BY-LAWS of the GABRIOLA AMBULANCE SOCIETY

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 Society;

“**Bylaws**” means these Bylaws as altered from time to time.

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.

PART 2 – MEMBERS

Application for Membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

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

Eligibility

2.3 Permanent residents of households on Gabriola and Mudge Islands and seasonal residents who are property owners on Gabriola Island or Mudge Island are eligible for membership in the Society. The calendar fee includes up to two adult family members and any children in the family who are under nineteen (19), living at the same household address, and are listed on the membership application.

Additional family members who are nineteen (19) or older, and fall into the criteria above, may be included on the application to the Society and are subject to an additional fee as set by the Board from time to time.

Seasonal residents are subject to the same qualifications. Co-owners or joint-owners of a residence who are from two different families would be subject to separate applications and fees.

Amount of Membership Dues

2.4 The amount of membership dues must be determined by the Board.

Dues shall be set to at least cover the estimated cost of operation of the Society, including cost of ambulance service and short-term home assistance reimbursement, payroll and other administrative

costs. At the discretion of the Board of Directors, income generated from the investment portfolio may be used to subsidize operating costs if necessary.

Fees are payable upon joining the Society and thereafter are due annually by January 2nd.

Member not in good standing

2.5 Non-payment of fees by the 1st of February will result in a member ceasing to be in good standing and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 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 purposes of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing.

Membership Entitlement

2.8 While in residence on Gabriola or Mudge Islands, all members are entitled to:

- a) Be reimbursed for ambulance fees, exclusive of ferry fares or bridge tolls, for service provided between Gabriola Island and the Nanaimo Regional General Hospital or service provided on Gabriola Island or Mudge Island, up to the amount of the user fee for emergency ambulance service payable by a British Columbia resident who is a holder of a BC CARE card. The membership fee must have been paid in full a minimum of two weeks prior to the use of the ambulance service. Each membership will cover a maximum of 12 bills per calendar year. The BC Ambulance Service invoice must be forwarded to the Gabriola Ambulance Society within thirty (30) days of the Invoice Date to be eligible for payment by the Society.
- b) Borrow medical equipment, e.g. wheel chairs, crutches, etc., owned by the Society, when such equipment is available. Equipment returned in poor condition may result in financial penalty and cancellation of membership.
- c) Apply to the board of directors for a grant of up to \$500 to provide financial assistance for members to secure short-term home assistance (such as light cleaning, dog walking, or other home care services). Criteria for approval may include the member's financial need, personal circumstances, and length of time as a member. Payment will be made, on approval by the Board of Directors, when assistance has been requested and is approved in writing. Members will not be eligible for short-term home assistance if it could be provided at no cost to the member by a government-funded program or existing family support.

Part 3 – General Meetings of Members

Time, place and notice of general meeting

3.1 The annual general meeting shall be held within 180 days of the fiscal year end each year.

Notice of the meeting shall be by mailing or emailing a notice to a member at least fourteen (14) days prior to the meeting. In addition, a notice of the meeting shall be published in a local newspaper.

The accidental omission to give notice of any 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.

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 Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i. the president, or
 - ii. one of the other directors present at the meeting, if the president is unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 6 voting members.

Lack of quorum at commencement of meeting

3.8 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.

If quorum ceases to be present

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12 The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
 - b) determine that there is a quorum;
 - c) approve the agenda;
 - d) approve the minutes from the last general meeting;
 - e) deal with unfinished business from the last general meeting;
 - f) if the meeting is an annual general meeting,
 - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint directors, and
 - iv. appoint an auditor, if any;
 - g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - h) terminate the meeting.

Methods of voting

- 3.13 Each family membership is entitled to one vote on a motion or resolution, subject to the voter having reached legal age.
- 3.14 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 voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.15 As per the Societies Act, a motion is carried if 2/3 or more of the members in good standing present at the meeting vote in favour of the motion.

Announcement of result

- 3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Special General Meeting

- 3.19 A special general meeting shall be held upon request of a majority of the directors or upon written request of 10% of members in good standing. Notice of meeting shall be mailed or emailed to a member's address fourteen (14) days prior to the meeting.

Amendments to the By-Laws

- 3.20 The by-laws may only be amended by a special resolution that is passed by a 2/3 majority of the members present at a general meeting. The notice of meeting specifying the intention to propose the special resolution must have been mailed or emailed to the membership at least fourteen (14) days prior to the meeting.

PART 4 - DIRECTORS

Number of Directors on Board

- 4.1 The Society must have no fewer than 3 and no more than 8 elected directors. Up to 8 directors are elected, and the remaining 3 are appointed and consist of the following:
- a) Equipment Manager;
 - b) BC Ambulance Service, Gabriola Representative;
 - c) Past Society President.

After each Annual General Meeting, the board will elect three officers: president, secretary, and treasurer. The positions of secretary and treasurer may be combined.

Election or appointment of directors

- 4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

- 4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Qualification for Directors

- 4.5 Directors and officers must be members of the Society. The position of director is vacated if the director or officer gives notice in writing of resignation or is removed pursuant to 4.7.

Term of Election

Effective January 1, 2022 - As voted at the November 23, 2021 AGM

4.6 The elected term for each Director is as follows:

- a) The term of each elected director shall be for three (3) years with election years staggered to ensure continuity;
- b) The past president shall remain as a director for a maximum of one three-year term. If the past president resigns prior to the end of the three-year term, s/he will not be replaced until a new president is elected.

Removal of Directors and Officers

4.7 Directors and officers may be removed special resolution at an annual or special general meeting that has been requested according to Bylaw 3.19 and for which notice of special resolution has been duly mailed to members.

PART 5 – DIRECTOR’S MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

5.2 There shall be at least one directors’ meeting held in each quarter of the year.

Notice of directors’ meeting

5.3 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice.

5.4 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.5 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.6 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

5.7 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- a) president;
- b) secretary;
- c) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Duties of Officers

Effective January 1, 2022 - As voted at the November 23, 2021 AGM

6.3 The duties of the officers are:

- a) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. If the president is not available to chair the board meeting, general meeting, or special meeting then either the Secretary or Treasurer will chair the meeting;
- b) Secretary to ensure:
 - i. notice of meetings are issued;
 - ii. minutes of all meetings are recorded;
 - iii. correspondence is received and answered;
 - iv. records are kept to comply with the Societies Act;
 - v. and ensures the Annual Report of the Society is filed under the Act.
- c) Treasurer to ensure:
 - i. that all invoices and bills are paid;
 - ii. that fees and donations are recorded;
 - iii. that financial records are kept;
 - iv. that monthly and annual financial statements are prepared;
 - v. that the financial statements are filed with respect to taxes;
 - vi. that the books of the Society are inspected or audited by a person or firm who is independent of the treasurer and bookkeeper prior to the annual general meeting.
- d) Past President to assist the President and board as required.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 There will be no remuneration by the society of any officer or director of the society, except any director may be reimbursed for travel and meeting expenses incurred off Gabriola Island and for other expenses on behalf of the society, subject to the approval by all directors.

Signing authority

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

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

Borrowing

7.3 Any funds required for capital expenditure or operations may be borrowed on the authorization of a unanimous vote of the directors or a 2/3 majority vote of a general meeting for which notice of special resolution has been duly given.