

**NOTICE OF ANNUAL GENERAL MEETING AND
NOTICE OF SPECIAL RESOLUTION**

HOSPICE SOCIETY OF NORTH KOOTENAY LAKE

TO: THE MEMBERS OF Hospice Society of North Kootenay Lake (the "Society")

NOTICE IS HEREBY GIVEN, pursuant to the *Societies Act* of British Columbia (the "Act") and the Bylaws of the Society, that the 2020 Annual General Meeting of the Society will be held at the Kaslo Seniors' Hall on March 7th, at 10 AM, for the following purposes:

1. Call to Order and Welcome. Circulate sign-in sheet. Membership table;
2. Introduce Board and Executive Director
3. Approval of Agenda;
4. Minutes of 2019 AGM, March 9, 2019;
5. Approval of the Minutes of the AGM March 9, 2019;
6. President's Report;
7. Treasurer's Report;
8. Adoption of Annual Reports;
9. Executive Director's Report;
10. Speakers;
11. Election or Acclamation of Directors;
12. To consider, and if thought fit, to pass the attached special resolution requiring the approval of a majority of not less than two thirds of the votes of those members of the Society who are entitled to do so and who vote in person at the meeting, to alter the Bylaws of the Society to maintain compliance with the Societies Act:

THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION of the Society pursuant to Section 11 (1) (b) and Section 17 (2) of the *Societies Act* (British Columbia), that Sections 25 through 28 and subsequent Section numbering of the BYLAWS OF THE SOCIETY DATED FOR REFERENCE May 5, 2017 be repealed and replaced with Sections 25 through 27 and subsequent numbering of the bylaws as attached dated for reference January 13, 2020.

Be it further resolved that the Special Resolution will not take effect until the date of filing with the registrar.

13. Vote on the Adoption of Special Resolution;
14. To transact such further or other business as may properly come before the meeting or any adjournment thereof, ie: Questions about the society; and
15. Notice of next AGM March 2021.

DATED the 10th day of February, 2020.

BY ORDER OF THE BOARD OF DIRECTORS



Phyllis White
President

NOTICE OF SPECIAL RESOLUTION

WHEREAS it is the responsibility of the Board of Directors (the “Directors”) of the Hospice Society of North Kootenay Lake (the “Society”) to maintain compliance with the *Societies Act*.

WHEREAS the *Societies Act* Section 11 (1) (b) mandates that 'a society must have bylaws that contain provisions respecting the internal affairs of the society, including provisions respecting...the society's directors, including the manner in which directors must or may be elected or appointed'.

WHEREAS the Bylaws (the “Bylaws”) of the Society lack provision respecting the manner in which directors may be nominated.

WHEREAS the *Societies Act* Section 17 (2) mandates that 'a society must not submit a bylaw alteration application to the registrar for filing unless the alteration proposed by the application has been authorized by special resolution.

WHEREAS the Directors of the Society recommend that the Bylaws be amended.

THEREFORE BE IT RESOLVED, AS A SPECIAL RESOLUTION of the Society pursuant to Section 11 (1) (b) and Section 17 (2) of the *Societies Act* (British Columbia), that Sections 25 through 28 and subsequent Section numbering of the BYLAWS OF THE SOCIETY DATED FOR REFERENCE May 5, 2017 be repealed and replaced with Sections 25 through 27 and subsequent numbering of the bylaws as follows dated for reference January 13, 2020.

- 25 (1) Directors appoint from among themselves a president, vice president, secretary, treasurer and such other officers they determine.
- (2) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (3) The number of directors must be five or a greater number as determined by the board of directors.
- (4) Acts or proceedings of the directors are valid when there are less than the prescribed number of directors in office.
- 26 (1) Directors must retire from office at each annual general meeting but may stand again for election, acclamation or appointment.
- (2) Directors may at any time appoint a member as a director to fill a vacancy.
- 27 (1) Nominees for directors of the board must be a member of the society for at least three months prior to nomination.
- (2) Nominations must be made by at least two society members and received by the society office not less than thirty days prior to the annual general meeting.
- (3) Nominations above the prescribed number of directors warrant election by secret ballot and otherwise may be held by acclamation.

Subsequent numbering of Bylaw Sections shall be reduced by one.