



**BYLAWS**  
**of the**  
**FIBROMYALGIA WELL SPRING FOUNDATION**

**FIBROMYALGIA WELL SPRING FOUNDATION**  
**PO Box 1600, Aldergrove, BC., V4W 2V1**

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## **Part 1 - Interpretation**

### **Meaning**

1. In this Constitution and Bylaws, unless otherwise specified, words shall have the same meaning as those in the Society Act, unless the context otherwise requires.

### **Definitions**

2. In this Constitution and Bylaws, the following definitions shall apply:

- (a) "Board" means the directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation.
- (b) "Bylaws" means the Bylaws of the Foundation as filed in the office of the Registrar of Companies of British Columbia.
- (c) "Constitution" means Constitution of the Foundation as filed in the office of the Registrar of Companies of British Columbia.
- (d) "Directors" means the Board of Directors of the Foundation for the time being.
- (e) "Foundation" means the Fibromyalgia Well Spring Foundation.
- (f) "Registered Address" means the address of that person as recorded in the Register of Members, or Register of Directors.
- (g) "Society Act" means the Society Act of British Columbia as amended and superseded from time to time.

### **Context**

3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## **PART 2 - BOARD GOVERNANCE**

### **Number of Directors**

4. The number of Directors of the Foundation shall be three (3) or such greater number as determined from time to time at a General Meeting.



### **Director Selection**

5. Directors shall retire in rotation.
6. At each Annual General Meeting, Directors shall be elected to fill any vacancies then existing in the Board.
7. An election may be by acclamation, otherwise it shall be by ballot.
8. Subject to the foregoing requirements, the Directors may at any time, and from time to time, appoint a member as a Director to fill a vacancy in the Board.
9. A Director so appointed shall hold office only until the next Annual General Meeting of the Foundation but is eligible for re-election at the meeting.

### **Director Removal**

10. The members may by Special Resolution remove a Director from the office of director.

### **Authority of Board of Directors**

11. The affairs and assets of the Foundation shall be managed by the Board of Directors.
12. The Directors may exercise all such powers including borrowing powers and do all such acts and things as the Foundation may exercise and do, and which are not by these Bylaws or by Statute or otherwise lawfully directed or required to be exercised or done by the Foundation in a general meeting, but subject nevertheless, to the provisions of:
  - (a) all laws affecting the Foundation,
  - (b) these Bylaws, and
  - (c) any rules, not being inconsistent with these Bylaws, which are made from time to time by the Foundation in a general meeting.
13. No rule made by the Foundation in a general meeting invalidates any prior act of the Directors that would have been valid if that rule had not been made.
14. No act or proceedings of the Board is invalid only by reason of there being fewer than the prescribed number of Directors in office.

### **Investing**

15. In investing the funds of the Foundation, the Directors shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investment which they consider to be advisable including ( but without thereby limiting the generality of the foregoing) power to invest in any mutual or pooled investment funds.



16. The Directors may pass on and entrust the custody and management (or either) of all or any portion of the property and investments of the Foundation at any time or from time to time received or held by the Foundation to one or more of the following:

- (a) an investment committee of the Board;
- (b) an external professional investment manager or trust company.

### **Liability of Directors**

17. Subject to the provisions of the Society Act, a Director shall not be liable for any loss which may result from any such investment. The Directors may further retain assets which it receives by way of gift, grant, or bequest in the form in which the asset was originally received by the Foundation.

### **Remuneration**

18. No Directors shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Foundation.

## **PART 3 - OFFICERS OF THE FOUNDATION**

### **Executive Committee**

19. The Executive Committee of the Board shall be comprised of the Chairman, Vice-Chairman, Secretary, and Treasurer.

20. The Chairman and the Vice-Chairman shall be elected annually by the Board from its membership immediately following the Annual General Meeting and shall hold office for the term of one (1) year or until their successors are chosen.

21. The Secretary and the Treasurer shall be appointed by the Chairman upon the recommendation of the Board.

22. Any officer may be removed by resolution of the Directors and a vacancy occurring in any office shall be filled for the unexpired term by the Board.

### **Duties of Chairman**

23. The Chairman shall preside at all meetings of the Foundation and the Directors.

24. The Chairman shall supervise the other officers in the execution of their duties.

25. The Vice-Chairman shall carry out the duties of the Chairman during his absence.



### **Duties of Secretary**

26. The Secretary shall:

- (a) conduct the correspondence of the Foundation,
- (b) issue notice of meetings of the Foundation and Directors,
- (c) keep minutes of all meetings of the Foundation and Directors,
- (d) have custody of all records and documents of the Foundation, except those required to be kept by the Treasurer,
- (e) have custody of the common seal of the Foundation,
- (f) notify the appropriate agencies of changes in Directors in accordance with Section 24 (7) of the Society Act,
- (g) keep or cause to be kept the Register of Members in accordance with Section 70 of the Society Act,
- (h) keep or cause to be kept the Register of Indebtedness in accordance with Section 35.1 of the Society Act.

### **Duties of Treasurer**

27. The Treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act;
- (b) render financial statements to the Directors and others when required;
- (c) maintain a list of assets and properties.

### **Additional Duties**

28. Additional duties of the members of the Executive Committee may be made by policy approved by the Board.

## **PART 4 - BOARD PROCEEDINGS**

### **Board Meetings**

29. The Directors shall meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.



30. The Chairman shall be Chair of all meetings of the Directors; but if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman, but if neither is present the Directors present may choose some one of their number to be Chairman at that meeting.

31. A Director may at any time, and the Secretary upon the request of a Director shall, convene a meeting of the Directors.

### **Board Quorum**

32. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a simple majority of the Directors.

### **Board Committee**

33. The Board may delegate any, but not all, of their powers to committees consisting of such Director or Directors and such other persons as they think fit, on such terms and conditions as the Board deems appropriate.

34. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it has been done.

35. The Chairman shall appoint a Chairman of each committee, but if no Chairman is appointed, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairman of the meeting of that committee.

36. The members of a committee may meet and adjourn as they think fit.

### **First Board Meeting after Annual General Meeting**

37. For a first meeting of Directors held immediately following the appointment of Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Director, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

### **Temporary Absence**

38. A Director who may be temporarily absent and unable to attend to his duties, shall forward a waiver of notice to the Secretary by letter, facsimile, or email.

39. A Director may withdraw the waiver or notice at any time by request to the Secretary.

40. While the waiver is in force no notice of Board meetings shall be sent to that Director.





## **Board Resolutions**

41. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
42. In case of an equality of votes, the Chairman shall not have a second or casting vote and the resolution shall fail.
43. The Chairman of a meeting is entitled to move or propose a resolution.
44. A resolution in writing, signed by all the Directors and placed with the Minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
45. The Directors or any committee thereof may conduct a meeting by telephone conference call, and may pass a resolution voting by means of a conference call or by means of a poll by telephone, facsimile or electronic mail.
46. Any business conducted in such fashion shall forthwith be reduced to written minutes by the Secretary and circulated to the Directors participating for approval, but any resolution so passed is valid and of full force and effect notwithstanding that it has not been reduced to writing as aforesaid.

## **Part 5 - Member Rights, Duties and Responsibilities**

### **Members**

47. Members shall be obligated to advance the purposes of the Foundation.
48. The Members of the Foundation are the applicants for the incorporation and those persons who subsequently become Members in accordance with these Bylaws and in both cases who have not ceased to be Members.
49. A person may only become a Member of the Foundation on application and payment of the initial membership dues.
50. Members shall be entitled to attend general meetings and hold office in the Foundation.
51. A general meeting may be requisitioned in accordance with Section 58 of the Society Act.

### **Voting**

52. Every Member in good standing present at a meeting of Members shall be entitled to one (1) vote.

### **Dues**

53. The initial membership fee is \$10.00, except the corporate membership fee is \$50.00.
54. The annual membership dues shall be \$1.00, payable at the beginning of each fiscal year.



55. Failure to pay the annual membership dues will place a Member *not* in good standing.

### **Withdrawal**

56. Any Member may withdraw from the Foundation by delivering his resignation in writing to the Secretary of the Foundation or by not renewing his annual membership dues.

### **Transferability**

57. The membership of a person in the Foundation is *not* transferable.

### **Expulsion**

58. A Member may be expelled by a Special Resolution of the members passed at an Annual General Meeting or at an Extraordinary General Meeting.

59. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

60. The Member who is the subject of the proposed Special Resolution for expulsion shall be given an opportunity to be heard at the Annual or Extraordinary General Meeting before the Special Resolution is put to a vote.

### **Cessation of Membership**

61. A Member shall cease to be a member of the Foundation:

- (a) by delivering his resignation in writing to the Secretary of the Foundation or by mailing or delivering it to the address of the Foundation,
- (b) on his death or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.

### **Copy of Constitution and Bylaws**

62. Upon being admitted to membership, each Member shall be entitled to, and the Foundation shall provide without charge, a copy of the Constitution and Bylaws of the Foundation.

## **PART 6 - MEETINGS OF MEMBERS**

### **Annual General Meeting**

63. The Annual General Meeting of the Foundation shall be held in British Columbia at a place and date to be determined by the Directors.



64. Every general meeting, other than an Annual General Meeting, shall be called an Extraordinary General Meeting.

65. The first Annual General Meeting of the Foundation shall be held not more than fifteen (15) months after the date of incorporation, and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the preceding Annual General Meeting.

### **Extraordinary General Meeting**

66. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.

### **Notice of Meeting**

67. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

68. Notice of a general meeting shall be provided not less than fourteen (14) days to those Members entitled to receive notice.

69. The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any of the Members entitled to receive notice does not invalidate any proceedings at that meeting.

## **PART 7 - PROCEEDINGS AT GENERAL MEETINGS**

### **Special Business**

70. Special Business is:

(a) all business at an Extraordinary General Meeting, except the adoption of rules of order, and

(b) all business that is transacted at an Annual General Meeting, except:

- (i) the adoption of rules of order;
- (ii) the consideration of financial statements;
- (iii) the report of the Directors;
- (iv) the report of the Auditor, if any;
- (v) the election of the Directors;
- (vi) the appointment of the Auditor, if required;



- (vii) such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### **Quorum**

71. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
72. If at any time during a general meeting there ceases to be a quorum present, any business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
73. A quorum at a general meeting shall be three (3) Members in good standing.
74. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

### **Chair**

75. The Chairman of the Foundation, or in his absence the Vice-Chairman, or in the absence of both, such person as the Directors shall appoint, shall preside as Chair at a general meeting.

### **Meeting Adjournment**

76. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
77. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
78. Except as provided herein, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned resolution.

### **Ordinary Resolutions**

79. Resolutions proposed at a general meeting shall be moved and seconded, and the Chair of any meeting may move or propose a resolution.
80. A resolution properly moved and seconded shall need 50% plus 1 Member of those present and eligible to vote to succeed.



81. In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall fail.
82. Voting shall be by show hands, or by secret ballot if requested.
83. Voting by proxy shall not be allowed.

### **Special Resolutions**

84. A Special Resolution is required to:
- (a) change the name of the Foundation,
  - (b) change the purposes of the Foundation so as to include a new purpose, combine purposes or abandon a purpose specified in the Constitution,
  - (c) amend the Constitution,
  - (d) amend the Bylaws.
85. Special Resolutions proposed at a general meeting shall be moved and seconded, and the Chair of any meeting may move or propose a resolution.
86. A Special Resolution properly moved and seconded shall need 75% of the Members present and eligible to vote to succeed.
87. In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed Special Resolution shall fail.
88. Voting shall be by show hands, or by secret ballot if requested.
89. Voting by proxy shall not be allowed.
90. Special Resolutions shall not come in to effect until the requirements of the Society Act have been met.

## **PART 8 - NOTICES TO MEMBERS**

### **Delivery Methods**

91. A notice may be given to any Member either personally, by facsimile, by mail to him at his registered address, by electronic mail, or by posting on the Foundation's web site.
92. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and mailed in a Canadian post office receptacle.



### **General Meeting Notice**

93. Notice of general meeting shall be given to every Member shown on the Register of Members on the day notice is given, and the Auditor, if any.

94. No other person is entitled to receive notices of general meetings.

## **PART 9 - BORROWING**

### **Debentures**

95. In order to carry out the purposes of the Foundation, the Directors may, on behalf of and in the name of the Foundation, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

### **Special Resolution Required**

96. No debenture shall be issued without the authorization of a Special Resolution.

### **Restriction on Borrowing**

97. The Members may restrict the borrowing powers of the Directors provided that any restriction so imposed shall expire at the next Annual General Meeting.

## **PART 10 - FINANCIAL STATEMENTS**

### **Financial Statement**

98. A Financial Statement shall be provided to the Board by the Treasurer on an annual basis.

### **Auditor**

99. The Foundation may be audited as and when determined by the Directors, or as may be required by law.

100. The Auditor shall report to the Directors no later than four (4) months from the date of appointment.

### **Appointment of an Auditor**

101. The Auditor shall be qualified in accordance with Section 42 of the Society Act.

102. The remuneration of the Auditor shall be determined by the Directors.



103. The Auditor shall be notified pursuant to Section 91 of these Bylaws of his appointment or removal.

104. No Director, officer or employee of the Foundation, and no immediate family of a Director, officer or employee as defined by Section 43 (3) of the Society Act, shall be appointed as an Auditor.

## **PART 11 - STAFFING**

### **Executive Director**

105. The Directors may cause an Executive Director to be employed by, or contracted to, the Foundation.

106. The Executive Director shall be accountable to the Directors for all actions.

107. The Executive Director shall, subject to the approval of the Directors, employ such other persons as may be necessary to advance the purposes of the Foundation.

108. The Executive Director shall perform all other duties and responsibilities as may be determined by the Directors.

## **PART 12 - INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS**

### **Indemnity**

109. Subject to the provisions of the Society Act, the Directors shall cause the Foundation to indemnify a Director or officer, or former Director or officer, of the Foundation and the heirs and personal representatives of any such person against all cost, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his being or having been a Director or officer of the Foundation, including any action brought by the Foundation. Each Director or officer of the Foundation on being elected or appointed shall be deemed to have contracted with the Foundation on the terms of the foregoing indemnity.

### **Dereliction**

110. The failure of a Director or officer of the Foundation to comply with the provisions of the Society Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under this Part.



111. Provided however that a Director or officer shall not be entitled to indemnity in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as an officer, Director, employee or agent.

112. "Derelict" in this Part shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take improper advantage of an opportunity available to the Foundation.

### **Insurance**

113. The Directors may cause the Foundation to purchase and maintain liability insurance for the benefit of any person who is serving as a Director, officer, employee or agent of the Foundation, against any liability incurred by him as such Director, officer, employee or agent.

## **PART 13 - SEAL**

### **Provision of Seal**

114. The Directors may provide a common seal for the Foundation and may destroy the seal and substitute a new seal in place of the seal destroyed.

### **Use of Seal**

115. The Secretary, or such other person as the Directors may determine, shall affix the seal when authorized by a resolution of the Directors to do so.

## **PART 14 - FISCAL YEAR**

### **Start and End**

116. The fiscal year of the Foundation shall start on the first (1) day of January and end on thirty first (31) day of December of each year, provided that the first fiscal year shall be comprised of no less than twelve (12) calendar months.