



STROKE RECOVERY ASSOCIATION  
OF BRITISH COLUMBIA

301-1212 West Broadway, Vancouver BC V6H 3V1 Tel: 604-688-3603  
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[www.strokerecoverybc.ca](http://www.strokerecoverybc.ca)

## **Official SRABC AGM 2013 Information Package**

This package contains:

- official notice of the 2013 AGM
- a detailed document with directions and details about the AGM venue
- update on the 2013 board nominations and election process
- biographies of our new board members
- a copy of the new bylaws with an informative presentation about the new bylaws
- a copy of the proxy form
- the director's report
- the financial report
- minutes from the 2012 AGM



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## NOTICE OF AGM 2013 MEETING

### To be held on

Saturday November 2<sup>nd</sup> 2013 10:30 AM – 2:00 PM

Room #5 (2nd Floor), Creekside Community Recreation Centre, 1 Athletes Way, Vancouver, BC

**10:30 AM – 11:00 AM** REGISTRATION and REFRESHMENTS

**11:00 AM – 1:00 PM** ANNUAL GENERAL MEETING

## AGM MEETING AGENDA

### Roll Call

1. Adoption of the rules of order
2. Minutes of 2012 Annual General Meeting
3. Presentation of the Financial Statements for 2012-2013
4. Presentation of the Budget for 2013-2014
5. Introduction of the 2013-2014 Board of Directors
6. Motion to Approve Revised Bylaws: ***RESOLVED as a special resolution that the existing Bylaws of the Society be deleted and that the form of Bylaws circulated to all members with the notice of this meeting be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society.***

**1:00 PM -1:30 PM** Lunch Service

**1:30 PM - 2:00 PM** Presentation of Phyllis Delaney LAS Awards

A full AGM package will be sent to all Branch Coordinators and Branch Governance Committee members. It will include: a detailed document with directions and details about the AGM venue, the director's report, the financial report, a copy of the new bylaws with an informative presentation about the new bylaws, a copy of the proxy form and, minutes from the 2012 AGM and the biographies of our new board members. If you would like a hard copy please call the Provincial Office at 604-688-3603 or by email at office@strokerecoverybc.ca



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## **SRABC Annual General Meeting**

### **Information Package**

**November 2<sup>nd</sup>, 2013**

**10:30AM-2:00PM**

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## SRABC Annual General Meeting 2013 Information Package

Here are the details for the Stroke Recovery Association of BC Annual General Meeting happening on **November 2<sup>nd</sup>, 2013**.

- Please RSVP to [office@strokerecoverybc.ca](mailto:office@strokerecoverybc.ca) by October 4, 2013.
- Please let us know of any food allergies or dietary concerns. If you have any special requirements or need any other kind of help at all, please contact us and we'll do our best to help you!
- If you are not able to attend in person we strongly urge you to take part using our Proxy Voting System. The Proxy Voting Form has been sent out with this package, and it will allow you to participate. Please see the form for further details.

### Venue

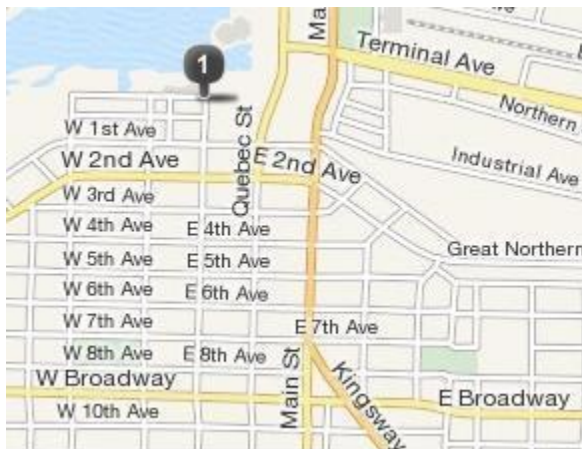
- Location: Creekside Community Recreation Centre (in Olympic Village near Science World). 1 Athletes Way, Vancouver BC V5Y 0B1
- Room #5 (2<sup>nd</sup> Floor)
- The main doors are wheelchair accessible and there is a wheelchair accessible elevator that can take you to the second floor

### Time

- **Registration: 10:30-11:00 AM (including refreshments)**
- **AGM: 11:00 AM Sharp**

### Map of Location

- Creekside is indicated by 1



## Transportation

- **Taxi Cab cost:**

A cab from the airport is approximately \$45 including tip

Cab Companies: Yellow Cabs 604-681-1111

Black Top Cabs: 604-731-1111

- **HandyDART:**

If you need wheelchair accessible transportation, HandyDART is available at multiple pick-up locations at the airport. You can also be picked up from other locations in the city. You must register before riding on HandyDART. You can print the application form and find more information about HandyDART from here

<http://www.translink.ca/en/Rider-Info/HandyDart.aspx>

Make sure to print the visitor application form if you are visiting Vancouver. To book your HandyDART trip or to inquire about pick-up, you can call **604-575-6600**

- **Skytrain:**

From Airport: Take **CANADA LINE** to **Waterfront Station**. Walk the underground walkway to the **EXPO/ MILLENNIUM LINE Waterfront Station**. Take either Expo or Millennium Line for 4 stops to **Main Street Station** located at Main Street and Terminal Ave. From here, cross the street towards Science World and walk the short walk around False Creek to Creekside Community Centre.

If you are elsewhere in the city, take Expo/Millennium Line Skytrain to **Main Street Station OR Canada Line to Waterfront Station**, and then transfer to **Expo/Millennium Line**. For a complete list of all Skytrain stations and access to their map locations, visit here:

<http://www.translink.ca/en/Schedules-and-Maps/Transit-Maps/SkyTrain-Station-Maps.aspx>

- **Driving:**

If you are driving to the Venue, please refer to map directions above.

## Parking at the Venue

There is ample paid underground parking available at the community centre. Please enter the parkade and park your car, and note the parking stall you are in. Head towards the coin machines where an SRABC volunteer will be waiting to assist you. Volunteers will have cash on hand to pay for your parking. There is no need to display the ticket on your vehicle, so the volunteer will be collecting all receipts as well as recording your name and branch name. If you arrive late and the volunteers are no longer in the parkade please pay at the machine and we will reimburse you for the cost of parking at the meeting. Please take your receipt to the registration table for a refund.

## Washrooms at the Venue

There is one wheelchair accessible washroom on both level 1 and 2 as well as regular washrooms down the hall from the meeting room.

## Food

During registration and during the meeting, there will be a light refreshment service of coffee and tea in the morning. Lunch will be catered and will include coffee, tea, juice, sandwiches, fruit, vegetable platters, as well as cookies in the afternoon.

## Accommodation

- **YWCA:**

733 Beatty Street, Vancouver 604-895-5830

Rooms are available from \$64 dollars to \$125 per night, depending on type/number of beds and shared/private bathroom. \*\*If you are over 60 years old, make sure to ask for the senior discount. Visit here to look up exact prices of rooms:

[http://www.ywcahotel.com/content/ROOMS\\_RATES/958/41/0](http://www.ywcahotel.com/content/ROOMS_RATES/958/41/0)

### **Getting to Creekside Community Centre from YWCA:**

a) One block walk east to **Stadium Skytrain Station** (Dunsmuir and Beatty Street) and ride one stop to **Main Street Station**. From here, cross the street towards Science World and walk the short walk around False Creek to Creekside Community Centre.

**OR**

b) \$10 in a taxi

**OR**

c) Drive

- **Holiday Inn Hotel Vancouver:**

711 West Broadway, Vancouver 604-879-0511

Rooms are available from \$120 for a Standard room. \*\*Senior rates apply, so please make sure you inquire if booking. For room options and exact prices:

<http://www.holidayinn.com/hotels/us/en/vancouver/yvrbw/hoteldetail>

### **Getting to Creekside Community Centre from Holiday Inn Hotel:**

a) Walk two blocks East to **Broadway City Hall Station** (West Broadway and Cambie). Take to **Waterfront Station**. Walk the underground walkway to the **EXPO/ MILLENNIUM LINE Waterfront Station**. Take either Expo or millennium Line for 4 stops to **Main Street Station** located at Main Street and Terminal Ave. From here, cross the street towards Science World and walk the short walk around False Creek to Creekside Community Centre.

**OR**

b) Approx \$8 in a taxi

**OR**

c) Drive

- **Other Reasonable Hotels:**

**Sandman Hotel Vancouver City Centre**, 180 Georgia Street. PH: 604 681 2211. Rooms starting from \$109



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## September 2013 New Board of Directors

- **Thank you for your nominations**
  - Over the last few months members of Stroke Recovery Association of BC have sent in nominations for people to be on our Board of Directors.
  
- **No elections are needed this year**
  - We will not be holding elections this time because all nominations are unopposed.
  - The new Board Members will officially take their positions at the AGM on Saturday November 3<sup>rd</sup>
  
- **Here is the list of people that were nominated:**
  - Angela Wright
  - Julie Wei
  - Dr. John Millar
  - Ryan Sahota
  - Alex Cheong
  
- **Here is the list of people that are continuing:**
  - Casey Crawford - Board President
  - Atul Gahdia - Vice-President
  - Mary Joan Giffin - Interior Region
  - Greg McKinstry - Vancouver Region
  - Ben Sullivan - Vancouver Island Region
  - Victoria Yang - Director-at-Large
  
- **We had no nominations from the following regions:**
  - Fraser
  - Mainland
  - Northern
  
- **The following Board Directors are leaving this year. We thank them for their efforts.**
  - Ann Wreford
  - Kate Keetch

*If you have any questions please contact Tim Readman, SRABC Executive Director*

- **Our New Board Directors**

- Below are the biographies of the new Board Directors.
- Biographies for current board members that are continuing are on our website under 'Who We Are'

**Julie Wei, MSc.**

I was appointed to the SRABC Board of Directors in July 2013. I am very interested in continuing to be part of the stroke recovery community by participating as an elected SRABC board member. I have worked in Healthcare for over 12 years. SRABC is a good fit for me, as I am working with Stroke Services BC on measurement in my current position as Manager of Quality Analytics in BC Emergency Health Service. Pre-hospital stroke research and quality improvement is part of my work towards improving stroke patient outcomes and quality of life.

I lived in Vancouver from 1992-1998 and went to high school in Sentinel, West Vancouver. Then I went to Toronto to pursue my Bachelor of Science degree in Human Biology and Bioethics. During my last two university years, I had volunteered at Toronto General Hospital as research assistant for women's health research. After I graduated from University, I was hired as a full-time research assistant at Toronto General Hospital, working on inner city health research and women's health research. I then pursued a Master's degree in Project Management from Boston University and found a project manager position at St. Michael's Hospital in Toronto, working with Decision Support and Patient Flow Performance to optimize patient flow and reduce Emergency Room Wait Time. My 5.5 years at St. Michael's Hospital gave me a solid understanding and grasp on continuous quality improvement, change management and performance management. I was part of a quality improvement team and we won the 3M Quality team award in 2011. In July 2012, I returned to Vancouver to take a position with Emergency Health Service – Provincial Health Services Authority as Manager of Quality Analytics.

**Angela Wright, MBA**

I have worked in sales with Mackenzie Investments since 1997, starting as receptionist/administration assistant and most recently as Senior Vice President and Regional Sales Manager.

In November 2011 I suffered a hemorrhagic stroke at 38 years old. I have had a near miraculous recovery, particularly given the complications I had in hospital. I contracted meningitis following surgery, was drastically allergic to the antibiotics they gave me, and had an over 103 degree fever for days. My recovery had a rough start due to these complications but I decided very early on that this was not going to be my life going forward. I was going to fight until I got my life back. I did just that and am at about 90% now. I live alone with no caregiver, regained my driving ability last fall and recently returned to work.

I very much would like the opportunity to share my story so that others may benefit; be they patients, caregivers, medical professionals etc. I am motivated to get involved with SRABC and help out by being a board member and spokesperson. I do have an extensive background in public speaking, and have suffered no aphasia challenges. During my recovery I also decided to take some courses to supplement my Master's degree in Business Administration and to build on my strengths. Since August 2012, I have been working with Cornell University and am currently taking 5 certificate programs in Leadership and Strategic Management. I have strong links with clients and colleagues in the financial world. I am an accomplished and results driven Senior Sales Professional with over 17 years of experience combining sales, marketing and business development. I am able to lead aggressive sales strategies producing substantial revenue growth in highly competitive business markets. I have strong communication and interpersonal skills, and have been able to maintain loyal client relationships, leveraging existing networks, as well as easily building a rapport with new and potential clients.



**Dr. John Millar, MD, FRCP(C), MHSc;**

After a 15 year career in clinical medicine, surgery, health policy and administration in the developing world Dr Millar returned to Canada where he specialized in population and public health (community medicine). After serving as a Medical Health Officer in several BC jurisdictions, Dr Millar became the Provincial Health Officer from 1992- 1998 during which time, among other achievements, he developed health goals for BC.

After serving for 5 years (1998-2003) as the Vice President for the Canadian Institute for Health Information in Ottawa, from 2003 to 2011, Dr Millar was the Executive Director, Population and Public Health for the BC Provincial Health Services Authority. In this role Dr Millar was the Chair of the BC Obesity Reduction Task Force, Chair of the National Advisory Committee for the National Collaborating Centre for the Determinants of Health and Chair of the BC Healthy Built Environment Alliance. Dr Millar is a Lifetime Honourary member of both the Canadian Public Health Association and the Public Health Association of BC. He is a member of the Health Officers Council of BC and a past member of the BC Population Health Network as well as many other organisations and networks dedicated to improving population health, reducing health and socio-economic inequities and the better prevention and management of chronic disease.

Dr Millar has received several awards recognizing his contributions to public health nationally and provincially and has many publications to his credit.

Dr Millar is Clinical Professor Emeritus at the School for Population and Public Health at UBC where he is involved in teaching and research in public health leadership, health policy and international health. Dr Millar is currently Vice President of the Public Health Association of BC and serves on the BC Healthy Living Alliance and the Coordinating Committee of First Call.

Dr Millar continues his interest in international and global health issues and has consulted on health projects in numerous developing countries (Cuba, Uganda, Kosovo, Georgia, Azerbaijan, Armenia, Laos, Zambia, Papua New Guinea).

**Ryan Sahota, CA**

I was appointed to the SRABC Board of Directors in September 2013. I am a Chartered Accountant (CA) with over two years of post-qualification experience. Previous to obtaining my CA designation I graduated from Kwantlen Polytechnic University with a bachelor's degree in accounting and finance. I currently serve as a board member on the Young CA forum which is dedicated to bringing knowledge and social events to other fellow young CA's. I am also currently a member of the Delta and Langley chambers of commerce.

Currently, I am the manager at a public accounting firm where I deal with budgeting, team structure and orientation, handling and resolving internal and external office issues, meeting with clients face to face, giving presentations and serving as the leader of engagement teams.

I believe that I am qualified for this position having served as the leader of numerous audit and review teams to some of the largest Not-For-Profit Organizations (NPO) in Vancouver and the surrounding Lower Mainland during my years of service at Manning Elliott LLP. I am well versed in fund accounting and am familiar with the setting in an NPO organization having spent over 4 years being involved with numerous NPO clients.

I would be delighted to be nominated for the board in the role of treasurer as I strongly believe in the cause of the Stroke Recovery Association of BC, having been directly affected by strokes and related cardiac symptoms to family members close to me. By serving on the board, it would allow me to bring my skills and expertise as a Chartered Accountant to become a part of an organization that delivers hope and support to individuals who need it most.

**Alex Cheong, CA**

I'm a Chartered Accountant with five years of experience working in audit, controllership, and internal controls. I have currently finished a year of sabbatical and was excited about hearing of a possible opportunity

to contribute my skills to a not-for-profit organization that is focused on helping those in need. The following experiences and accomplishments highlight my suitability for the role as a board member and as a treasurer:

- Managed and led audits of various sized clients in the junior mining industry and NPO sector. Responsibilities included planning engagements, completion of audits, supervision and training of junior field staff, review of financial statements, resolution of challenges, and the development of professional relationships with clients. My audits in the NPO sector have given me experience in understanding the accounting and organizational issues that most NPOs face.
- Acted as corporate controller for two junior mining Companies. Responsibilities included acting as the primary contact with the external auditors (PwC) and the preparation of full annual and quarterly financial reports. This experience has heightened my ability to probe and analyze financial information at a high level.
- Significant volunteer experience in the past as a community fundraising treasurer and Daffodil Chair for the Canadian Cancer Society.
- Experience as an Online Facilitator for the CA School of Business has kept me up to date with current accounting practices and developments.
- Awarded the 2011 CA School of Business Exemplary Young Professional award through nomination by prior firm, past clients, and professional colleagues. Their recommendations highlighted my technical abilities, professionalism and ability to connect with clients.

My experience in controllership, audit, volunteering, and internal control systems can effectively serve SRABC. In the past, I was very involved with the Canadian Cancer Society; however, due to the demands of studying for my professional accreditation, I was unable to commit to a volunteer organization during that time. I would like to volunteer again and contribute my skills to a not-for-profit organization that is geared towards helping those in need. SRABC accomplishes this goal through providing services and information to anyone whose life has been affected by stroke, and to other stakeholders in the field of stroke recovery.



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## **2013 Proposed Bylaw Revisions**

### **1. What are bylaws?**

Bylaws are our operating manual for governance of the association. They define:

- Membership in the association
- Size of the board and how it will function
- Roles and duties of directors and officers
- Rules and procedures for holding meetings, electing directors, and appointing officers
- Other essential Association governance matters

### **2. Why change the bylaws?**

Bylaws should be reviewed annually to ensure they are still relevant and reflective of how we operate. Bylaws also need to be updated to comply with changes to legislation. Our lawyer reviewed them in July 2013. He advised us we needed to change them in order to:

- Comply with the BC Society Act and Federal Income Tax Act
- Improve communication between SRABC and its Branches
- Give our members more choice in types of membership
- Simplify board elections

### **3. What's changed?**

In the new Association bylaws there are two kinds of voting membership:

- One is the same as in our current Bylaws i.e. General Member - a person interested in advancing the purposes and supporting the activities of SRABC
- One is new i.e. Representative Member - a person appointed in writing to represent a Branch

#### **Why we changed it**

So that every Branch can appoint a Representative Member to be the link between SRABC and the Branch

#### **Impact**

Improved communication between SRABC and the Branches

#### **Actions**

- Branches to appoint their own representative to be the link between Branch members and SRABC
- Create a form for appointment of Branch Representative

- SRABC Board of Directors to write Branch Representative policy

#### **4. What's changed?**

- A person who wants to attend a branch but isn't interested in being involved in the governance of the Provincial Association can be a member of that branch without being a member of the Association.
- Branch members will receive the SRABC newsletter, participate in events, programs and services at the Branch, and can vote for a Representative member. However, they do not attend and vote at the AGM of the provincial association. Instead, the representative member of that branch votes on behalf of the whole branch.

#### **Why we changed it**

- Some of our members only wish to participate in Branch activities.
- They are not interested in attending the Annual General Meeting, nominating board members, voting for board members or reading the information the Society Act says we have to send to voting members.

#### **Impact**

- Members will have a choice in their level of participation in SRABC
- Branch members are still part of SRABC and are covered by our insurance
- SRABC will save money on mailing costs

#### **Actions**

- Branches will keep an up to date list of Branch Members and ensure SRABC have the most recent information
- Develop a fee structure for Branch members

#### **5. What's changed?**

An application for membership of SRABC will be completed by everyone wishing to be a voting member

#### **Why we changed it**

- Currently our members join a Branch and then their fees are forwarded en masse to the Provincial Office
- To comply with the Society Act a person that must apply directly in writing (including their signature) to the Society to become member
- So members can choose if they wish to participate in the governance of SRABC

#### **Impact**

We will have accurate and up to date membership information which is updated annually in writing

Voting Members will personally receive notices of SRABC General Meetings, have voting rights at SRABC General Meetings and nominate and elect SRABC board members

#### **Actions**

- Create an application for membership of SRABC form
- Develop a fee structure for Voting members

#### **6. What's changed?**

The Board will be composed of a minimum of five and a maximum of eleven Directors - there will no longer be a distinction between regional directors and directors at large

#### **Why we changed it**

- In the past 2 years that this system has been in place we have only received nominations from 2 of the 6 regions in each year. This year we received no nominations at all!
- The vacant positions have had to be filled by appointment.
- To simplify board recruitment, elections and nominations
- To reduce communication challenges of having remote directors
- To reduce potential travel and accommodation costs
- The Representative Member is a more direct link between SRABC and the Branch

#### **Impact**

We won't need nominations and elections for regional directors because every Branch can have a Representative Member

Board Directors can still be nominated and elected from any part of the Province

#### **Actions**

Revise the board recruitment, nomination and election policy

### **7. What's changed?**

The term of office of Directors will increase from two to three years

#### **Why we changed it**

So the board will change less often, allowing for more continuity and a more effective board

#### **Impact**

There will be more continuity and fewer changes in board membership

#### **Actions**

- Revise the board recruitment, nomination and election process
- Work out a policy for overlapping board terms so everyone doesn't leave in the same year

### **8. What's changed?**

Branches to apply to SRABC in writing to become a Branch affiliated with SRABC

#### **Why we changed it**

- There is no written agreement in place between the Provincial Association and Stroke Recovery Association Branches describing roles, rights and responsibilities.
- So that we have paperwork on file to show that SRABC Branches are legally:
  - Part of SRABC as a Registered Canadian Charity
  - Part of SRABC as an Incorporated BC Society
  - Covered by SRABC's liability insurance

#### **Impact**

- The relationship between SRABC and its Branches will be properly documented
- A Branch that is legally affiliated with SRABC is identified by CRA as a 'qualified donee' which allows SRABC to legally continue to support and fund them
- An affiliated Branch of SRABC can be assisted by SRABC to create and maintain its structure and membership

**Action**

- Create an Application for Branch Affiliation form
- Create a memorandum of understanding between SRABC and affiliated branches
- Create Branch governance standards/guidelines

**9. Timeline**

- October 1st 2013 - New bylaws must be distributed to all current voting members with the AGM notice and the special resolution to adopt the new bylaws
- November 2nd 2013 - A motion will be presented to adopt the new bylaws at the AGM
- November 2nd 2013 - October or November 2014 - If motion is passed the Board of Directors will develop the necessary policies to put the new bylaws into effect
- October or November 2014 - If motion is passed then new bylaws come into effect at the 2014 AGM

**BYLAWS  
OF  
STROKE RECOVERY ASSOCIATION OF BRITISH COLUMBIA  
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# BYLAWS OF

## STROKE RECOVERY ASSOCIATION OF BRITISH COLUMBIA

### 1. INTERPRETATION

#### 1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Address of the Society”** means the address of the Society as filed from time to time with the Registrar;
- (b) **“Board”** means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **“Board Resolution”** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and a resolution so consented to is deemed to be an resolution passed at a meeting of the Board;
- (d) **“Branch”** means an Organization in British Columbia that is a local stroke club or branch affiliated with the Society in accordance with these Bylaws;
- (e) **“Bylaws”** means the bylaws of the Society as filed in the Office of the Registrar;
- (f) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Society as filed in the Office of the Registrar;
- (h) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (i) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (j) **“Members”** means those Persons which are, or subsequently become, members of the Society in accordance with these Bylaws and have not ceased to be members;
- (k) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;

- (l) **“Ordinary Resolution”** means:
  - (iii) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
  - (iv) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society.
- (m) **“Organization”** means an association, corporation or society;
- (n) **“Person”** means a natural person;
- (o) **“Proxy Holder”** means a Member designated in accordance with these Bylaws to attend a general meeting and to exercise voting rights on behalf of another Member;
- (p) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (q) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (r) **“Society”** means “Stroke Recovery Association of British Columbia” or such subsequent name as it may adopt by Special Resolution”;
- (s) **“Society Act”** means the *Society Act*, R.S.B.C. 1996, c.433, as amended from time to time; and
- (t) **“Special Resolution”** means:
  - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Members who, being entitled to do so, vote in person;
    - (A) of which the notice that the Bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
    - (B) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society.

## 1.2 **Society Act Definitions**

Except as otherwise provided, the definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

### **1.3 Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## **2. BRANCH AFFILIATION**

### **2.1 Eligibility and Application for Branch Status**

An Organization is eligible and may apply to the Society in writing to become a Branch affiliated with the Society if it:

- (a) is located in British Columbia;
- (b) provides services, programs or activities for the benefit of Persons recovering from strokes and the families of such Persons;
- (c) is interested in advancing the purposes and supporting the activities of the Society; and
- (d) agrees to uphold the Constitution and these Bylaws and abide by the policies and procedures established by the Board.

An application for Branch affiliation must include payment of applicable Branch fees, if any are set.

The Board may, by Board Resolution, accept, postpone or refuse an application for affiliation as a Branch.

### **2.2 Branch Fees**

The Board may from time to time, by Board Resolution, set annual fees payable by Branches and in the absence of such determination by the Board, fees are deemed to be nil.

### **2.3 Branch Duties**

Each Branch will, at all times:

- (a) uphold the Constitution and these Bylaws;
- (b) support, and not hinder, the purposes, aims and programs of the Society;
- (c) abide by all policies and procedures established by the Board; and
- (d) comply with all instructions and requests from the Association with regard to programs offered by the Branch.

### **2.4 Branch Representative**

Each Branch may, in accordance with section 3.9, appoint a Person to be a Representative Member and to act as a liaison between the Society and the Branch in accordance with all applicable policies and procedures which the Board may adopt from time to time.

## **2.5 Surrender of Branch Status**

A Branch may surrender its affiliated Branch status by notice in writing submitted to the Board not less than 30 days before such surrender of Branch status is to be effective.

Prior to the date on which the surrender of its Branch status is effective, a Branch will return to the Association all property, including, but not limited to funds and documents, which the Association owns or to which the Association is beneficially entitled.

## **2.6 Removal of Branch**

The Board may, by Board Resolution, remove a Branch from affiliation with the Society.

Within 30 days of receiving notice of removal, a Branch will return to the Association all property, , including, but not limited to funds and documents, which the Association owns or to which the Association is beneficially entitled.

## **3. MEMBERSHIP**

### **3.1 Admission to Membership**

Subject to the transitional provisions of section 3.2, Membership in the Society will be restricted to those Persons whose application for admission as a Member has been accepted by the Board.

### **3.2 Transitional Membership**

Each Person who is a member in good standing of the Society on the date these Bylaws come into force will continue as a Member until the earlier of:

- (a) the next annual general meeting of the Society; or
- (b) the date such Person otherwise ceases as a Member.

### **3.3 Classes of Membership** There will be two (2) classes of voting membership, being:

- (a) General Members; and
- (b) Representative Members.

### **3.4 Membership not Transferable**

Membership in the Society is not transferable.

### **3.5 Eligibility for General Membership**

A Person may be eligible to be accepted as a General Member if he or she:

- (a) is 19 years of age or older;
- (b) is ordinarily resident in British Columbia;

- (c) is interested in advancing the purposes and supporting the activities of the Society; and
- (d) agrees to uphold the Constitution and these Bylaws and abide by the policies and procedures established by the Board.

### **3.6 Application for General Membership**

A Person may apply to the Society in writing to become a General Member and on acceptance by the Board, or such committee or office designated by the Board, will be a General Member.

An application for membership must include payment of applicable membership dues, if any are set.

The Board may, by Board Resolution, accept, postpone or refuse an application for general membership.

### **3.7 Term of General Membership**

Once accepted by the Board, a Person continues as a General Member until the conclusion of the next annual general meeting, unless renewed in accordance with section 3.8.

### **3.8 Renewal and Reapplication of General Membership**

A General Member may apply for renewal of his or her membership prior to its expiry in such manner as may be determined by the Board and may reapply for membership after its expiry in accordance with Bylaw 3.6.

A renewal of membership must include payment of applicable membership dues, if any are set.

Reapplications for membership are subject to acceptance by the Board.

### **3.9 Appointment of Representative Members by Branches**

A Branch may, from time to time, appoint in writing delivered to the Address of the Society, a Person from within the Branch to be a Representative Member, provided that the Board may refuse the appointment of a Representative Member if, in the Board's discretion, the Person appointed is unsuitable for membership.

If the Board refuses an appointment for a Representative Member from a Branch, it must do so in writing and request the Branch to appoint another Person as a Representative Member.

### **3.10 Term of Appointed Member and Revocation of Appointment**

A Person appointed as a Representative Member by a Branch and accepted by the Board is deemed to continue as a Representative Member until revoked by the Branch.

A Branch may revoke its appointment of its Representative Member by providing notice of revocation in writing to the Address of the Society and such Person ceases as a Representative Member on the date the notice is received.

### **3.11 Dues**

The Board will, by Board Resolution, determine all dues payable by all Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

### **3.12 Standing of Members**

All Members are deemed to be in good standing except a Member who has failed to pay such dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such dues remain unpaid.

### **3.13 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and these Bylaws;
- (b) support, and not hinder, the purposes, aims and programs of the Society; and
- (c) abide by all policies and procedures established by the Board.

### **3.14 Expulsion of Member**

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of the reasons for the proposed expulsion and a copy of the notice will be provided to all Members.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

### **3.15 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated thereon; or
- (b) in the case of a General Member only, upon the expiry of his or her term;
- (c) in the case of a Representative Member only, upon the surrender of that Branch's affiliated status;
- (d) upon ceasing to be eligible in accordance with these Bylaws;
- (e) upon the date which is 90 days from the date on which such Member ceased to be in good standing; or
- (f) upon his or her expulsion; or
- (g) upon his or her death.

## **4. MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The general meetings of the Society will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

### **4.2 Extraordinary General Meeting**

Every general meeting other than an annual general meeting is an extraordinary general meeting.

### **4.3 Calling of Extraordinary General Meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

### **4.4 Notice of General Meeting**

The Society will give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice; but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.

### **4.5 Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting and the business to be transacted at the meeting.

### **4.6 Omission of Notice**

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

### **4.7 Annual General Meetings**

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **5. PROCEEDINGS AT GENERAL MEETINGS**

### **5.1 Business required at AGM**

The following business is normally required to be conducted at the annual general meeting of the Society:

- (a) the adoption of rules of order;
- (b) consideration of the financial statements;
- (c) consideration of the report of the Directors;
- (d) consideration of the report of the auditor, if any;



- (e) the election of Directors;
- (f) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

## **5.2 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

## **5.3 Quorum**

A quorum at a general meeting is twenty-five (25) Members in good standing.

## **5.4 Lack of Quorum**

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

## **5.5 Loss of Quorum**

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **5.6 Chair**

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all general meetings; but if at any general meeting the Chair, or such alternate Person appointed by a Board Resolution, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may choose one of their number to chair that meeting.

## **5.7 Alternate Chair**

If a Person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

## **5.8 Adjournment**

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **5.9 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

## **5.10 Ordinary Resolution Sufficient**

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

## **5.11 Entitlement to Vote**

Each Member in good standing is entitled to one (1) vote.

## **5.12 Decisions by Show of Hands, Voice Vote or Secret Ballot**

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

## **5.13 Voting by Proxy**

Proxy voting is permitted, subject to these Bylaws and in accordance with the following rules:

- (a) a Member may, by form of proxy, appoint another Member to be his or her Proxy Holder and to attend and act at a general meeting of the Society on his or her behalf;
- (b) a form of proxy appointing a Proxy Holder must:
  - (iii) be in a form approved by the Board; and
  - (iv) be signed and dated by the Member;

or it is void and of no effect;

- (c) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Member, provided that if a form of proxy does not state the general meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next general meeting held on or after the date indicated on the form of proxy; and
- (d) a Person may not be Proxy Holder for more than two (2) other Members at any given general meeting. In the event that a situation arises where a Person is appointed as Proxy Holder for more than two (2) Member, all forms of proxy held by that Member are deemed to be void and of no effect.

## **5.14 Members Resolutions in Writing**

An Ordinary Resolution or a Special Resolution may be in two or more counterparts which together and signed by the required number of Members will be deemed to constitute an

Ordinary Resolution or Special Resolution, as the case may be. Such resolution will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **5.15 Special Resolutions to be filed with the Registrar**

Any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such Special Resolution is accepted for filing by the Registrar.

## **6. DIRECTORS**

### **6.1 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Society 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 Members in general meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

### **6.2 Management of Property and Affairs**

The property and the affairs of the Society will be managed by the Board.

### **6.3 Directors Subscribe to and Support Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Society.

### **6.4 Composition of Board**

The Board will be composed of a minimum of five (5) and a maximum of eleven (11) Directors.

### **6.5 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

### **6.6 Director Must/Need not be a Member**

A Person must be a Member to be elected or to serve as a Director.

### **6.7 Persons Disqualified as Directors**

A Person may not be elected nor serve as a Director if:

- (a) the Person is less than 19 years of age;
- (b) the Person has been declared by a court in Canada or elsewhere incapable of managing his or her own affairs or person or both;

- (c) the Person is an undischarged bankrupt; or
- (d) the Person has been convicted in the previous five (5) years of an offence involving fraud for which no pardon has been granted.

### **6.8 Nomination of Candidates for Election**

Members may nominate candidates for election as a Director in accordance with such policies and procedures as the Board may establish.

### **6.9 Election of Directors**

Directors will be elected by the Members by vote conducted at a general meeting, or by ballot conducted prior to a general meeting, as determined by the Board, and will take office commencing at the close of such meeting.

Elections will be conducted in accordance with such policies and procedures as the Board may establish.

### **6.10 Term of Office**

Elections for Directors will normally be held at the annual general meeting and the term of office of Directors will normally be three (3) years. However the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

### **6.11 Consecutive Terms and Term Limits**

Directors may be elected for up to three (3) consecutive terms. A Person who has served three (3) consecutive terms as a Director may not be re-elected for at least one (1) year following the expiry of his or her latest term.

### **6.12 Election by Acclamation**

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

### **6.13 Election by Secret Ballot**

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

#### **6.14 Voiding of Ballot**

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

#### **6.15 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

#### **6.16 Appointment to fill Vacancy**

If a Director ceases to hold office, the Board may appoint a Member as a replacement Director to take the place of such Director until the next annual general meeting.

#### **6.17 Removal of Director**

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

#### **6.18 Ceasing to be a Director**

A Person will automatically cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the Address of the Society and the effective date of the resignation stated therein; or
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer a Member; or
- (d) upon his or her removal; or
- (e) upon his or her death.

#### **6.19 Remuneration of Directors and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

**6.20 Powers of Board** The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

#### **6.21 Policies and Procedures**

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Society Act*, the Constitution or these Bylaws.

#### **6.22 Investment of Property and Standard of Care**

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

#### **6.23 Investment in Mutual or Pooled Funds**

The property of the Society may be invested by the Board, or by any agent or delegate of the Board, in any mutual fund, common trust fund, pooled fund or similar investment.

#### **6.24 Investment Advice**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

#### **6.25 Delegation of Investment Authority to Agent**

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

### **7. PROCEEDINGS OF THE BOARD**

#### **7.1 Procedure of Meetings**

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society.

#### **7.2 Quorum**

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered.

### **7.3 Chair of Meetings**

The Chair of the Society will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

### **7.4 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

### **7.5 Calling of Meetings**

The Chair may at any time call a meeting of the Board.

The secretary will, at the request of any two (2) Directors, call a meeting of the Board.

### **7.6 Notice**

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

### **7.7 Passing Resolutions**

Any issue at a meeting of the Board which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **7.8 Procedure for Voting**

Voting will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

### **7.9 Conflict of Interest**

A Director who has a conflict of interest in a proposed contract or transaction with the Society will comply with *Society Act* and will disclose the conflict to all other Directors without delay.

A Director who has a conflict of interest in a proposed contract or transaction with the Society may, if requested by the Board, provide information regarding the situation, but will not vote or

otherwise attempt to influence the decision of the Board in relation to the proposed contract or transaction and will absent themselves from the meeting at the time the proposed contract or transaction is considered.

### **7.10 Resolution in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **8. COMMITTEES**

### **8.1 Creation and Delegation to Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

### **8.2 Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

### **8.3 Terms of Reference and Rules**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

### **8.4 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.



## **9. DUTIES OF OFFICERS**

### **9.1 Officers**

The officers of the Society are the Chair, secretary and treasurer, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other offices of the Society as it deems necessary and determine the duties and responsibilities of all officers.

### **9.2 Election of Officers**

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. All officers must be Directors. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

### **9.3 Removal of Officers**

A Person may be removed as an officer by Board Resolution.

### **9.4 Replacement**

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

### **9.5 Duties of Chair**

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

### **9.6 Duties of Secretary**

The secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

### **9.7 Duties of Treasurer**

The treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act*; and

- (b) the rendering of financial statements to the Directors, Members and others, when required.

### **9.8 Absence of Secretary at Meeting**

If the secretary is absent from any meeting of the Society or the Board, the Directors present will appoint another person to act as secretary at that meeting.

### **9.9 Combination of Offices of Secretary and Treasurer**

The offices of secretary and treasurer may be held by one Person who will be known as the secretary-treasurer.

## **10. EXECUTION OF INSTRUMENTS**

### **10.1 No Seal**

The Society will not have a seal.

### **10.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **11. BORROWING**

### **11.1 Powers of Directors**

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **11.2 Issuance of Debentures**

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

### **11.3 Restrictions on Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

## **12. AUDITOR**

### **12.1 No Requirement**

The Society is not required to be audited; however, if it wishes to be audited, it is required to appoint an external auditor with the qualifications described in section 42 of the *Society Act*.

### **12.2 Appointment of Auditor at Annual General Meeting**

If the Society wishes to appoint an auditor at or after its first annual general meeting, that auditor will be appointed at an annual general meeting, to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act* or until the Society no longer wishes to appoint an auditor.

### **12.3 Removal of Auditor**

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

### **12.4 Notice of Appointment**

An auditor will be promptly informed in writing of his, her or its appointment or removal.

### **12.5 Restrictions on Appointment**

No Director or employee of the Society will act as auditor.

### **12.6 Attendance at Annual General Meetings**

The auditor may attend general meetings.

## **13. NOTICES**

### **13.1 Entitlement to Notice**

Notices of a general meeting will be given to:

- (a) every Person shown on the register of Members as a Member on the day the notice is given; and
- (b) the auditor.

No other Person is entitled to be given notice of a general meeting.

### **13.2 Method of Giving Notice**

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

### **13.3 When Notice Deemed to have been Received**

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **13.4 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **14. MISCELLANEOUS**

### **14.1 Inspection of Records**

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to Board but the Members will not be entitled or have the right to inspect any other document of the Society.

### **14.2 Participation in Meetings**

The Board may, in their discretion, determine to hold any general meeting or meeting of the Board, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating by approved electronic means in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the secretary of such meeting. This method of voting may from time to time be used for passing resolutions.

### **14.3 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

#### **14.4 Not a Reporting Society**

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Society is a “reporting society” as defined under the *Society Act*, the Society is not a “reporting society”.

### **15. INDEMNIFICATION**

#### **15.1 Indemnification of Directors and Officers**

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. “Derelict” will mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

#### **15.2 Indemnification of Past Directors and Officers**

To the extent permitted by the *Society Act*, the Society may indemnify every Person heretofore now serving as a Director or officer of the Society and that Person’s heirs and personal representative.

#### **15.3 Advancement of Expenses**

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

#### **15.4 Approval of Court and Term of Indemnification**

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

#### **15.5 Indemnification not Invalidated by Non-Compliance**

The failure of a Director or officer of the Society to comply with the provisions of the *Society Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

**15.6 Purchase of Insurance**

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

**16. BYLAWS****16.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Board will provide him or her with, a copy of the Constitution and Bylaws of the Society.

**16.2 Special Resolution required to Alter or Add to Bylaws**

These Bylaws will not be altered or added to except by Special Resolution.

*Adopted By Special Resolution:* \_\_\_\_\_, 2013.



STROKE RECOVERY ASSOCIATION  
OF BRITISH COLUMBIA

### APPOINTMENT OF VOTING PROXY

*In the event a member cannot attend a meeting of the members of the Association, the member may, by proxy in writing and signed by the member, appoint any other member of the Association to vote on his or her behalf.*

*Proxy forms will be presented to the registrar of the meeting at least one half-hour prior to the commencement of the meeting.*

*Representatives shall vote according to the directions of the member or members whose proxies they are voting.*

*While all members are expected to reflect the interests of their region, they must always be guided by the Association's Mission Statement.*

I \_\_\_\_\_ hereby appoint  
(NAME OF MEMBER)

\_\_\_\_\_  
(NAME OF PROXY)

of \_\_\_\_\_  
(NAME OF BRANCH or position in the Association e.g. Board Member, Volunteer, Honorary Member)

as my proxy to vote on my behalf at the Annual General Meeting of the Stroke Recovery Association of British Columbia to be held at the Creekside Community Centre in Vancouver on Saturday, November 2<sup>nd</sup>, 2011, and at any adjournment thereof.

With regard to the following special resolution I direct my proxy to vote:

To adopt the special resolution  Not to adopt the special resolution

***Please place an X in the appropriate circle above***

#### **Special Resolution**

***RESOLVED as a special resolution that the existing Bylaws of the Society be deleted and that the form of Bylaws circulated to all members with the notice of this meeting be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society.***

Signed: \_\_\_\_\_

\_\_\_\_\_  
(NAME OF BRANCH or position in the Association)

Date: \_\_\_\_\_



STROKE RECOVERY ASSOCIATION  
OF BRITISH COLUMBIA

## Directors Report to the SRABC Annual General Meeting 2013

*Compiled on September 30<sup>th</sup> 2013 by Casey Crawford, President and Tim Readman, Executive Director, on behalf of the SRABC Board of Directors.*

### Strategic Plan

- Our priorities continue to be the five areas of key activity as identified in our Strategic Plan:
  1. Develop an increasingly effective Provincial Association
  2. Review and renew branch operations and program delivery
  3. Improve internal and external communications
  4. Increase public profile
  5. Increase capacity for increased membership

### Strategic Plan -Vision 2020

- We are working on a new strategic plan under the heading of Vision 2020
- The process has involved the board generating ideas about how SRABC will need to develop to prepare for the challenges we will face in 2020 - particularly that of increased demand for our services
- We have been sending out regular 'News Updates' for SRABC members from the SRABC Provincial Board of Directors regarding the Strategic Plan -Vision 2020
- On November 3<sup>rd</sup> the board will be working with Strategic Planning Consultant, Rick Knowlan, on establishing priorities for 2013-2014.

### By Law Revisions

- Working with the guidance of Michael Blatchford, legal counsel, SRABC's Board of Directors has developed a revised set of bylaws. There will be a motion at the 2013 AGM to accept these new bylaws.
- Bylaws are reviewed annually to ensure they are still relevant and reflective of how we operate. Bylaws also need to be updated to comply with changes to legislation. Michael reviewed them in July 2013. He advised us we needed to change them in order to:
  - Comply with the BC Society Act and Federal Income Tax Act
  - Improve communication and clarify the relationship between SRABC and its Branches
  - Give our members more choice in types of membership
  - Simplify board elections

### Branches

- SRABC currently has 29 branches distributed over the five BC Health regions as follows:
  - Vancouver Coastal - 8
  - Fraser - 9
  - Interior - 5
  - Vancouver Island - 5



- Northern - 2
- We have a total of 30 Branch Coordinators, including Co-Coordinators and Interim Coordinators
- In the last three years 15 of our branches have changed Branch Coordinators
- In 2013 the following Branches have appointed new Coordinators
  - Abbotsford (twice)
  - Vernon
  - Templeton (in process)
  - Vanderhoof
  - Burnaby North (in process)
  - Burnaby South (in process)
  - Victoria
- The programs offered at our Branches vary greatly depending on the resources available. In general terms they can be divided into three groups:
  - 'Stroke Social Clubs' which provide mainly recreational and social activities
  - 'Stroke Support Groups' which provide recreational and social activities as well as some specific stroke recovery services such as exercise or communication/language groups
  - 'Stroke Recovery Programs' which provide exercises and activities run by professionals or trained volunteers which include all or most of the following:
    - Recreational and social activities
    - Mobility/Fitness exercises
    - Communication/Language programs
    - Cognitive and memory exercises
    - Peer support groups
    - Caregiver support groups
    - Education on stroke awareness and prevention of secondary strokes
    - Information on and links to other health and community services

### **Community Stroke Recovery Navigator Pilot Program**

This pilot project will run until July 31<sup>st</sup> 2014. The Community Stroke Recovery Navigator Program provides one-to-one consultation with stroke survivors and family caregivers to link them to resources and programs to assist with their recovery. The project will also offer small group stroke education sessions for stroke survivors and caregivers living in the community. This pilot program targets stroke survivors and their caregivers on Vancouver Island from Nanaimo to Campbell River.

After presenting proposals requesting funding, the project is being financially supported by the Provincial Health Service Authority and Boehringer-Ingelheim, Canada Inc.

The Stroke Navigator's role is to:

- Plan with stroke survivors and caregivers to identify the appropriate services to meet their needs
- Provide information on community resources.
- Provide support to stroke survivors and caregivers as they transition from hospital to home.
- Provide a service-care plan to assist stroke survivors and caregivers in setting goals and accessing services and programs to help with community reintegration
- Provide educational information on long term stroke recovery and community reintegration

### **Community Stroke Education Days**

- We successfully completed the delivery of Stroke Recovery Education Days in June 2013. The goal was to pilot a one-day community education session in health promotion, secondary stroke prevention and stroke recovery in each of BC's five health regions. We hope to continue to provide this educational service to stroke survivors and their caregivers in all regions of BC.
- The final report has been delivered to the funders Boehringer-Ingelheim, Canada Inc. and we are in the process of scheduling a meeting to discuss possible future projects of this nature.
- The executive summary of the final report is on the SRABC website.

### **Communications**

- We have re-branded SRABC with:
  - A new logo and identity
  - A new website
  - A new series of educational brochures called 'Guides to Recovering from a Stroke'
  - A new email/on-line newsletter called 'Life After Stroke'
- The new materials and website were launched in June of 2013.
- The funding to create the Guides to Recovering from a Stroke came from the Community Stroke Education Days grant.
- The design and creation of the new logo and identity and website were provided by volunteers free of charge. Matthew Nosworthy (graphic designer) and Tyler Yendrowich (web developer) both work for LGM Financial Services who have a policy of having their employees give back to the community.
- There is also a video on the home page featuring stroke survivors telling their own story. This is also on the internet on YouTube and Vimeo and is also available from the Provincial Office on DVD.
- The following five new educational brochures under the title Guides to Recovering from a Stroke are now available in English, Hindi, Punjabi and simplified Chinese:
  - Setting up your home after stroke
  - Getting out into the community
  - Getting what you need (Self Advocacy)
  - Strategies for daily living
  - Understanding Aphasia
- We have revised the 'Recovering from a Stroke: Guide for Stroke Survivors, Families and Caregivers' booklet to incorporate the new brand identity. Copies will be available soon.
- Communication Plan
  - Implementation of the Communication Plan continues
    - We are continuing to test and develop the new website -we plan to add more video
    - We have established Facebook and Twitter accounts
    - The Communications Committee are working on next steps

## **Awareness**

- We hired a publicist to create awareness of the Stroke Recovery Association of British Columbia within the community of stroke survivors, caregivers, health-care professionals and anyone who has been affected, directly or indirectly, by a stroke. This overlapped with the work being done for publicising Community Stroke Recovery Education Days.
- The goal was to position the association as a thought leader in education and outreach in order to increase profile and funding. Specifically, use advertising to promote:
  - The Association's rebranded website, to launch around June 3.
  - New 'Guides to Recovering from a Stroke'.
  - New 'Life after Stroke' e-newsletter.
  - Stroke Recovery Educational Days.
  - June as National Stroke Awareness Month.
- We achieved coverage in the following Media Outlets:
  - Vancouver Sun
  - Vancouver Courier
  - Canada.com
  - Global TV
  - Global TV BC-1
  - CBC Radio Vancouver
  - CKNW Vancouver
  - Topix.com
  - Burnaby Now
  - Nanaimo Bulletin
  - CBC Radio Victoria
  - Comox Valley Record
  - bclocalnews.com
  - Peace Arch News
  - Globalnews.ca
  - Global TV Okanagan
  - CBC Radio West (Kelowna)
  - Kelowna Capital News

## **BC Family Caregiver Week event**

- SRABC participated in a caregiver appreciation day on Sunday, May 5th, at Vancouver General Hospital. Two interactive workshop sessions were offered: Resilient Minds in Tough Times designed to strengthen emotional well-being and learn about support options, wellness tools, goal setting and self-awareness; and Relaxation & Stress Reduction
- Other organisations who were involved in the event were:
  - Heart and Stroke Foundation
  - Leukemia and Lymphoma Society
  - Home and Health Care Society
  - Canadian Mental Health Association
  - MS Society of Canada
  - Vancouver Coastal Health Caregiver Support Program
  - United Way of the Lower Mainland

**Stroke Recovery Association of BC**  
**Statement of Financial Position**

	July 31, 2013	July 31, 2012	August 1, 2011
<b>Assets</b>			
<b>Current</b>			
Cash and cash equivalents (Note 3)	\$ 619,710	\$ 495,247	\$ 583,737
Accounts receivable	11,680	14,571	13,265
Prepaid expenses	3,952	3,996	5,512
	635,342	513,814	602,514
Equipment (Note 4)	2,297	5,751	7,210
	\$ 637,639	\$ 519,565	609,724
<b>Liabilities and Fund Balances</b>			
<b>Liabilities</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	\$ 23,228	\$ 10,050	20,092
Deferred revenue	394	1,134	-
	23,622	11,184	20,092
<b>Fund Balances</b>			
Invested in equipment	2,297	5,751	7,210
Internally restricted funds (Note 7)	261,602	261,474	324,843
Externally restricted funds (Note 7)	113,946	24,661	32,920
Unrestricted funds	236,172	216,495	224,659
	614,017	508,381	589,632
	\$ 637,639	\$ 519,565	609,724

On behalf of the Board:

\_\_\_\_\_ Director

\_\_\_\_\_ Director

**Stroke Recovery Association of BC**  
**Statement of Operations**

<b>For the year ended July 31</b>	<b>2013</b>	<b>2012</b>
<b>Revenues</b>		
Grant revenue	\$ 556,587	\$ 463,236
Donations and bequests	81,626	82,780
Event fees	-	8,820
Investment income	5,356	5,653
Membership dues	18,790	22,095
Rental and other income	16,242	12,071
	<u>678,601</u>	<u>594,655</u>
<b>Expenditures</b>		
Accounting and legal	14,760	9,467
Administrative expense	8,167	14,125
Advertising	8,911	793
Amortization	3,454	3,170
Awards and entertainment	187	539
Awareness and public relations	9,541	3,857
Bank charges and interest	674	626
Donations to branches	75,127	79,456
Education	13,732	16,111
Facility rental	1,365	10,251
New corporate programs	84,522	67,298
Program delivery	138,700	157,325
Salaries, benefits and contract staff	206,322	302,011
Travel	2,432	8,044
Website	5,071	2,833
	<u>572,965</u>	<u>675,906</u>
<b>Excess of revenue over expenditures (expenditures over revenue)</b>	<u>\$ 105,636</u>	<u>\$ (81,251)</u>

**Stroke Recovery Association of B.C.  
ANNUAL GENERAL MEETING MINUTES  
October 27, 2012**

**10:30 AM – 1:45 PM**

**Room #MP4 (2nd Floor), Creekside Community Recreation Centre,  
1 Athletes Way, Vancouver, BC**

**1. CALL TO ORDER:** President and Chair Casey Crawford called the meeting to order at 11:00 a.m. A quorum was reached - there were 33 voting members, with 2 proxies, present at the beginning of the meeting.

**2. ADOPTION OF THE RULES OF ORDER:** The meeting was conducted according to Roberts Rules of Order.

**3. ACCEPTANCE OF MINUTES OF THE 2011 AGM:**

Moved: Bruce Hackett. Seconded: Annie McMorrison. Motion carried.

**4. DIRECTOR'S REPORT**

4.1 The President reviewed the Association's activities from the past year on behalf of the board and presented highlights regarding SRABC operations.

4.2 A copy of the report will be sent to all branches and Provincial Board members.

**5. PRESENTATION OF THE FINANCIAL STATEMENTS FOR 2011-12**

5.1 Audited financial statements were presented by the President.

5.2 The Audited Financial Statements for 2011-2012 were distributed to the Branches on Oct. 24th. Copies were also made available at this AGM.

5.3 The President explained that the timing of the annual external financial audit is fixed by our financial year which ends on July 31st. It is therefore not possible to have these reports any sooner. This makes it impossible to circulate the information to the Branches several weeks in advance of the AGM. We tried last year moving the AGM to the end of November but the members' feedback was that the weather made it more problematic to travel at this time.

5.4 The President clarified that according to the BC Societies Act approval of Financial Statements and Budget is the responsibility of the elected Board of Directors. The Board have approved the Audited Financial Statements for 2011-12 and the 2012-13 budget. They are presented to the members at the AGM for their information.

**6. PRESENTATION OF THE BUDGET FOR 2012-13**

6.1 The Budget for 2011-2012 was distributed to the Branches on Oct. 24th. Copies were also made available at this AGM

6.2 The Budget details for 2012-2013 were presented by the President.

**7. INTRODUCTION OF 2012-13 BOARD OF DIRECTORS**

7.1 As nominations for the 2012-13 Board were unopposed, an election was not required.

- **SRABC Directors appointed by acclamation:**

- Penny Swales - Northern Region
- Ben Sullivan - Vancouver Island Region
- Atul Gahdia - Director-at-Large
- Casey Crawford – *(appointed as Board President after Dan Kennedy relocated to Montreal)*
- Calvin Lee - Director-at-Large *(appointed as Board Treasurer after Marc Montrichard relocated to Toronto)*
- Victoria Yang - Director-at-Large
- **SRABC Directors continuing for the second year of their two-year term:**
  - Mary Joan Giffin - Interior Region
  - Greg McKinstry - Vancouver Region
  - Ann Wreford - Secretary
  - Kate Keetch - Director-at-Large
- **No nominations were received from the following regions:**
  - Fraser
  - Mainland

7.2 Biographies of the new 2012-13 board members were distributed to all Branches in the September 2012 Voice of the Turtle newsletter. All biographies of current board members are kept posted on the SRABC website at [www.strokerecoverybc.ca](http://www.strokerecoverybc.ca)

## **8. ADJOURNMENT**

Motion to Adjourn: Ann Wreford. Seconded: Atul Gahdia. Motion carried.