

Quesnel & District Hospice Palliative Care Association



Bylaws

Part I – Interpretation

1. A. In these bylaws, unless the context otherwise requires:
 - I “Board” means the Board of Directors of the Quesnel & District Hospice Palliative Care Association.
 - II. “Director” means a person elected or appointed to serve on the Board of Directors.
 - III. “The Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - IV. “Society” means the Quesnel & District Hospice Palliative Care Association.
 - V. “Hospice Palliative Care” means the community program established in Quesnel by the Society.
- B. The definitions of the Society Act apply to these bylaws
2. In these bylaws words importing a male person include a female and a female person include a male, and words importing the singular including the plural and vice versa.

Part II – Membership

4. Members of the Society shall be those persons who have contributed the required sum in membership dues to the Society in respect to the membership year, which shall be the fiscal year of the Society being the twelve month period ending August 31st. A Corporation may be admitted to membership.
5. The annual membership dues shall be ratified at the Annual General Meeting.

6. A person joining the Society shall be entitled to vote at any meeting of the Society or Board which is held on the date on which such a person pays membership dues.
7. Every member shall uphold the Constitution and comply with the bylaws.
8. Honorary life membership may be granted by a majority vote of the members present at any meeting of the Society to any person who has rendered outstanding service to the Society and such a person shall have all of these privileges of a member but shall not be required to pay annual dues.
9. No person under the age of 19 shall be admitted as a member to the Society.
10. A person shall cease to be a member of the Society:
 - a. by delivering his resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society
 - b. on failure to pay annual membership dues as required
 - c. on death, or in the case of a corporation on dissolution
 - d. on being expelled.
11. A member may be expelled by a special resolution of the members passed at a general meeting, provided the notice of the meeting specified that such a matter is to be placed before the members. Under these circumstances the person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part III – Board of Directors

12. The Board of Directors shall be composed as follows:
 - a. Two members recruited from Home and Community Care, G.R. Baker Memorial Hospital, and/or community service agencies dealing with life threatening illnesses such as cancer, dementia.
 - b. Eight persons elected by the members of the Society as provided by these By-laws.
 - c. The immediate past President.

Every director must be a member of the Society during the term of office for the purposes of the Society Act.

Part IV – Directors

13. The Board of Directors shall be composed as follows:
 - a. The elected Directors of the Board shall be divided into two groups of four each. The term of office of each group of elected Directors shall be staggered to ensure that one group comes up for election each year. Thereafter as a term of each Director expires a successor shall be elected at the Annual General Meeting for a term of two years.
 - b. Where a person ceases to be a Director for any cause, the Board shall, within a period of one month, appoint a member of the Society to fill the vacancy until the date of the next Annual General Meeting, at which time the Society shall elect a member to serve the unexpired portion of the term remaining. If the Board fails to fill a vacancy as provided herein, the members of the

Society may take such action as is deemed necessary to keep the Board membership up to full strength.

- c. No person elected shall be eligible for election as a Director for more than three consecutive terms but shall be eligible for election as a Director at the Annual General Meeting, in the year following the year in which he ceased to be a Director.
- d. No person shall be qualified for election as a Director unless a member of the Society, but may become a member to the Board at the same meeting.
- e. A Director may be removed from office by a special resolution of the Society passed by a three-fourths of the members present at a meeting of the Society, provided the notice of meeting specified that such a matter was to be placed before the members.

14. A person appointed to the Board to fill an elected Director's vacancy until the date of the next Annual General Meeting pursuant to Bylaw 13(b), shall not be deemed to have served one term, but a person elected at an Annual General meeting to serve for the unexpired portion of a term shall be deemed to serve one Term.

15. No employee or contractor of the Society shall be eligible to become a Director.

16. In the event that a Director fails to attend three consecutive meetings of the Board, or if attendance at all meetings in any one year drops below seventy-five percent, his service in office may be deemed terminated, unless satisfactory cause is presented to the Board in writing.

17. No member of the Board shall accept remuneration for services rendered to the Society and no member of the Board shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society unless such member shall absent himself from the meeting while the matter is being discussed and a vote taken in any matter affecting such an interest in a contract. The provisions of this Bylaw shall not apply to the reimbursement of a Director in respect to expenses incurred with the Board's approval in carrying out the business of the Society.

Part V – Officers

18. Except as provided herein, the Officers shall be President, Vice-President, Secretary, Treasurer and Past President. Such officers, with the exception of the Past President, shall be elected annually by the Board from among its membership at its first regular meeting immediately following the Annual General Meeting of the Society in each year and shall hold office for a term of one year and until their successors are chosen. A vacancy occurring in the post of President, Vice-President, Secretary or Treasurer shall be filled for the unexpired term by the Board.

19. The President shall preside at all the meetings of the Association and of the Board, and shall have the powers and duties generally pertaining to the office and shall be a member ex-officio of all committees except the Nominating Committee.

20. The Vice-President shall, in the absence of the President, possess all powers and perform all duties of the President.

- 21.** The signing officers of the Association shall be the President, Vice President, Secretary, and Treasurer. Any two of such signing officers are authorised to endorse the financial operations of the Association as directed by the Board.
- 22.** The Secretary shall:
- a. conduct the correspondence of the Society
 - b. issue notice of meetings of the Society and Directors
 - c. maintain minutes of all meetings of the Society and Directors
 - d. have custody of all records and documents of the Society except those required to be kept by the Treasurer
 - e. have custody of the common seal of the Society
 - f. maintain the register of members
- 23.** The Treasurer shall:
- a. Ensure financial records and books of account are maintained as necessary to comply the Society Act, Canada Revenue Agency, and standard bookkeeping practices.
 - b. Have custody and control of all accounts and investments, ensuring full and accurate records are kept thereof.
 - c. Present an annual report in writing showing the financial condition of the Society and ensure that any other financial reports required by the Board are prepared and presented.
- 24.** Past President shall act as a resource person to the Board of Directors.
- 25.** An Officer may be removed and replaced, before the expiration of his term of office in accordance with the procedures outlines in Bylaw 11 and 13(e) of these Bylaws.

Part VI – Committees

- 26.** There shall be an Executive Committee consisting of the President, the Vice-President, the Secretary, the Treasurer and Past President. These officers shall be elected annually by the Board at the first meeting held after the Annual General Meeting. The President of the Board shall act as Chairman of the Executive Committee. In the absence of the President, the Vice-President shall be Chairman. The provision of Bylaw 22 shall apply to the keeping of minutes of the meeting of the Executive Committee.
- 27.** Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between the meetings of the Board. Three members shall constitute a quorum. The Executive Committee shall meet at the call of the Chairman or any two members.
- 28.** The Executive Committee will oversee all financial transactions and report such to the Board monthly. All major purchases or fund transfers or changes must be approved by the Board and require to be signed by two of the four signing officers.
- 29.** The past President shall be the chair of the Nominating committee and shall appoint additional members to the committee as required. In the absence of the Past President, the Board shall appoint a Nominating chair for the year.
- 30.** The Nominating Chair shall present at meetings of the Society, nominations for election to the Board and may, with approval of the Society, establish such rules and procedures for presentation and consideration of names as it from time to time considers are in the best interests of the Society. Any member of the Society

may present additional nominations for election to the Board no later than 14 days prior to an Annual General Meeting of the Society provided written assurance is given that persons nominated as Directors are prepared to serve if elected.

31. Additional committees may be created by the Board of Directors whenever it is deemed necessary or desirable. Such committees shall limit activities to the purpose for which appointed and shall have no power to act unless specifically conferred by resolution of the Board. Upon completion of the task for which it is appointed, such committee shall be dissolved by the Board.

Part VII – Meetings

32. Notification of meetings and relevant materials may be sent by electronic means.
33. The Annual General Meeting shall be held once in every calendar year and no more than fifteen months after the date of adjournment of the last preceding Annual General Meeting.
34. Not less than fourteen days written notice of a General Meeting of the Society shall be given to each member entitled to receive such notice but may waive or reduce the period of notice for a particular meeting by unanimous consent.
- a. Notice of a General Meeting shall be mailed electronically to each member at the registered address, as listed in the Register of Members on the date notice is to be given.
 - b. Notice of a General Meeting of the Society shall state the business to be transacted and a period of time may be set aside at each General Meeting for new business.
35. A General Meeting of the Society shall be called by the President and shall be convened by either the President or the Secretary within twenty-one days of receipt of a written requisition stating the purpose of the General Meeting and signed by ten percent or more of the voting members of the Society. The requisition shall be mailed or delivered to the Secretary and that date on which it is mailed shall be deemed to be the day on which it was received by the Board. If the requisition indicates the intention to require the expulsion of a member or the removal of an Officer or Director, reference to such matters shall be included in the notice of the meeting issued under these Bylaws.
36. Ten members shall constitute a quorum at any General meeting of the Society.
37. A corporate member may vote by its authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member. That representative shall be treated as a member for all purposes with respect to a meeting of the Society. A corporate member may change its authorized representative from time to time and shall notify the Society in writing of any such change.

Board Meetings

38. Regular monthly meetings of the Board will be held on a day fixed by the Board except as provided by Bylaw 39.
39. The first regular meeting of the Board in each membership year may immediately follow the Annual General Meeting of the Society. No notice of this meeting is required to be given to the Directors if held immediately following the Annual General Meeting.

40. Special meetings of the Board may be called by the President as deemed necessary. Within ten days of receipt by the Secretary of a written request for a special meeting and signed by at least three Directors the President or Secretary must convene a meeting of the Board. Emergency meetings of the Board may be convened with a reasonable effort made to notify every Director of such a meeting.
41. Except as provided in these Bylaws, written notice of all meetings of the Board shall be electronically mailed to each Director at least four days before the date of the meeting. Notice of a special meeting of the Board shall state the business to be transacted and no business other than that stated in this notice shall be transacted.
42. A majority of the Directors in office shall constitute a quorum at any meeting of the Board.
43. When a General Meeting of the Society or a Special Meeting of the Board has been requested in writing, in accordance with Bylaws 34 and 39, and such meetings have not been held within the prescribed times, the members or directors who originated the original request may proceed as follows:
 - a. A majority of those members who signed the requisition may themselves convene a General Meeting in accordance with the provisions of the Society Act.
 - b. A Director may issue a notice of meeting of the Board in the form and manner prescribed by these Bylaws and such a notice shall be signed by a majority of the Directors who requested the Meeting.
44. The President or, in absence, the Vice-President, shall preside as Chairman at every meeting of the Society and of the Board. If there is no Chairman present within thirty minutes after the time appointed for holding the meeting, the members present shall, if they comprise a quorum, choose a person from their number to be Chairman at that meeting.
45. At all the meetings of the Society or the Board, voting shall be by show of hands unless a majority of members shall otherwise determine. The Chairman may vote but if he does and a tie results, he shall not be permitted to vote again and the matter being voted on shall be deemed to have been defeated.
46. At all meetings of the Society each member in good standing who is present shall be entitled to one vote of his own behalf. Each issue shall be decided according to the majority of votes cast except where the members are voting on a special resolution. In which case such a resolution shall not be deemed to have passed by the Society unless at least seventy-five percent majority of the members present have voted in favour of the said special resolution at the General Meeting of the Society, provided the notice of the said meeting specified the intention to propose such a resolution.
47. Voting by proxy is not permitted at meetings of either the Society or the Board.
48. In the event that a meeting of the Society or the Board cannot be held because of a lack of a quorum, such a meeting shall be deemed to be adjourned to a future date to be determined by the members present at the meeting place or by two Directors. The date of the adjourned meeting shall allow sufficient time for notice of the adjournment to be mailed electronically to the persons concerned. The quorum requirement of these Bylaws shall not apply to the holding of such an adjourned meeting.
49. Except where otherwise provided by the Society or these Bylaws, all matters of procedure at any meeting of the Society or the Board shall be decided in accordance with Robert's Rules of Order, current revision.

Part VIII – Fiscal Responsibility

50. The fiscal year of the Society shall be from September 1st to August 31st.
51. The Board shall determine each year on engaging an auditor to conduct an Audit review of the accounts of the Society. Such review will be conducted by an auditor who holds professional qualifications as specified in the Society Act.
52. At each Annual General Meeting the Society may appoint an accountant who will conduct a review engagement on the operations of the Society. These statements will be unaudited.
53. An accountant may be removed by ordinary resolution and will be informed in writing of appointment or removal.
54. An accountant may attend General Meetings.
55. No Director of the Society shall be the accountant.
56. The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes. No members of the Board shall be paid any remuneration for services rendered to the Society, but may be paid reasonable expenses in acting as a member. This clause is unalterable.

Part IX – Contractors

57. The Board shall engage the services of contractors to conduct the business of the Association as deemed necessary by the activities of the Association and by funding contracts or grants held by the Association.

PART X - Borrowing

58. The Society may borrow, raise or secure the payment of monies in such manner and amount as shall sanctioned by the resolution of the Board. No debentures shall be issued without the sanction of a special resolution.
59. The Board is hereby authorized, to engage in short-term borrowing on behalf of the Society pursuant to a resolution passed by the Board, in order to meet current operating expenses of the Quesnel & District Hospice Palliative Care Association.

Part X – Seal

60. The Board may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
61. The common seal shall be in the custody of the Secretary and shall be affixed to a document only when authorized by resolution of the Board and then only in the presence of the persons prescribed in the resolution and if no persons are prescribed, in the presence of the President and the Secretary.

Part XI – Bylaws

62. On being admitted to membership, a member is entitled to a copy of the Constitution and Bylaws, which will be made available on request without charge.
63. These Bylaws shall not be altered or added to except by special resolution.

PART X11 - DISSOLUTION

64. Upon winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. Any such assets remaining which had originally been provided for specific purposes, shall, wherever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes. This clause is unalterable.

*Accepted as voted on at the November 12, 2009 Annual General Meeting of the Quesnel
& District Palliative Care Association (GR Baker Hospital - Board Room)*

Amended as per Ministry of Finance and Corporate Relations - May 28, 1998