

Bylaws

Reviewed and Approved by the Board of Directors on June 27, 2023



1. NAME

Being the General By-Law of Dundas County Hospice (hereinafter referred to as the “Corporation”).

2. PURPOSE AND OBJECTIVES

2.1. The purpose of the Corporation shall be to provide quality, comprehensive hospice palliative care services in keeping with current Hospice Palliative Care Ontario (HPCO) standards to people and families who are dealing with a progressive palliative illness, care giving and grief.

3. HEAD OFFICE AND GEOGRAPHICAL BOUNDARIES

3.1. The head office of the Corporation shall be in Dundas County in the Province of Ontario.

3.2. The Corporation shall serve the community of Dundas County.

4. SEAL AND RECORDS

4.1. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation.

4.2. The corporate seal shall not be used except under the signature of the officer(s) duly authorized to sign documents under the provisions of these By-Laws.

4.3. The corporate seal shall be kept at the Head Office of the Corporation.

4.4. Official Corporation records including minutes and financial records shall be maintained and kept at the Head Office of the Corporation.

5. MEMBERSHIP

5.1. Membership in the Corporation shall be available to individuals who are residents of Dundas County and who are interested in furthering the objectives of the Corporation and who have paid the annual membership dues as approved by the Board of Directors of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member by the issuance of a membership card.

5.2. There shall be 2 classes of voting membership as follows:

5.3. Board meeting voting membership which shall be restricted to members of the Board of Directors of the Corporation. General Annual Meeting voting membership shall be open to all current members of the Corporation.

5.4. Termination of Membership: The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- (a) Upon death of the member;
- (b) When the member’s period of membership expires;
- (c) When the member ceases to be a member by resignation or otherwise in accordance with the by-laws; and
- (d) If at a meeting of the Board of Directors, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member shall be granted the opportunity to be heard at such meeting.

6. ANNUAL GENERAL MEETING

- 6.1. The Annual General Meeting of the Corporation shall be held no later than thirteen (13) months after the holding of last preceding annual meeting.
- 6.2. The purpose of the AGM is to report to the community in a formal setting and to appoint Auditors for the upcoming fiscal year.
- 6.3. The community shall be notified of the AGM at least once a week for two consecutive weeks preceding the meeting by any combination of the following methods: publication of “Notice of Annual General Meeting” in the newspaper, notice at Hospice facilities and on the Hospice website.
- 6.4. The voting membership at the AGM shall be all eligible members in good standing.
- 6.5. Proxy voting: Members entitled to vote at a meeting of members may appoint a person who need not be a member to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- 6.6. General Meetings: The directors at any time may call a general meeting of the members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

7. BOARD OF DIRECTORS

7.1. Numbers and Powers

- 7.1.1. The affairs of the Corporation shall be governed by the Board of Directors. The Board must consist of not fewer than 3 (three) and not more than fifteen (15) directors and the Executive Director, operating as an ex-officio member of the Board. The Corporation may increase or decrease the number of directors by special resolution.

7.2. Role

- 7.2.1. The role of the Board of Directors is to provide governance and overall policy direction for the Corporation and to ensure its financial integrity, the fulfillment of its legal responsibilities, the pursuit of its objectives and the quality of its programs.
- 7.2.2. The Board is responsible to appoint the Executive Director who shall serve as the chief administrative officer of the Corporation and shall be responsible to the Board for the general management and leadership of the Corporation’s activities and business.
- 7.2.3. The Executive Director shall sit as an ex-officio member of the Board of Directors and all committees of the Corporation.
- 7.2.4. All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such director or persons acting as aforesaid or that any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.
- 7.2.5. The directors of the Corporation may from time to time purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings or other property movable or immovable, real or personal, or any interest therein for such consideration and upon such terms and conditions they deem advisable.

7.3. Qualifications

A director shall be:

- 7.3.1.** Nineteen or more years of age;
- 7.3.2.** A voting member in good standing of the Corporation;
- 7.3.3.** A resident of the Dundas County;
 - 7.3.3 (i)** In addition the Board may from time to time consider an applicant who does not reside in the DCH service/catchment area. The application is to be reviewed by the Nomination Committee taking into consideration that the applicant does not reside in the service/catchment area for DCH and that the Board reserves the right to accept or deny any such applicant. Furthermore, unanimous approval is required by the Board, by way of a motion, at a regular meeting of the Board.
- 7.3.4.** and Committed to the goals of the Corporation.

7.4. Nomination and Election

- 7.4.1.** Directors shall be nominated by the Nominations Committee.
- 7.4.2.** In considering the qualifications of a prospective director, the Nominations Committee shall look for a person whose personality, profession, experience and skills will make a positive contribution to the Board and further the goals of the Corporation in a cooperative and respectful manner.
- 7.4.3.** The Nominations Committee shall be responsible for developing criteria for screening prospective directors, establishing the slate of nominees for approval by the Board and presenting the approved slate of nominees at the Annual General Meeting.
- 7.4.4.** The Board may fill a vacancy, however caused, on the recommendation of the Nominations Committee.

7.5. Terms of Office

- 7.5.1.** A director shall hold office for a period of one year from the annual general meeting at which they are ratified. Upon the expiry of his or her term, a director is eligible for re-election or re-appointment for another term providing he/she is a voting member in good standing of the Corporation.
- 7.5.2.** In the event that any director should die, resign or be removed from office, the vacancy may be filled by the remaining directors for the unexpired portion of such director's term.

7.6. Vacation of Office

A person ceases to be a director of the Corporation if he/she:

- 7.6.1.** Resigns from the Board in writing;
- 7.6.2.** Fails to attend 50% of Board Meetings in any fiscal year;
- 7.6.3.** Fails to diligently and faithfully carry out their duties as a director;
- 7.6.4.** Is incapable of carrying out any of their duties;
- 7.6.5.** Dies; or
- 7.6.6.** Is removed from office by resolution of at least two-thirds votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given.

7.7. Removal of Directors

7.7.1. The Board may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his/her term of office

7.8. Remuneration of Directors

7.8.1. The directors and officers of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position. A director may be reimbursed for approved, reasonable expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Corporation.

7.9. Conflicts

7.9.1. If a director has any conflict of interest, direct or indirect, pecuniary or non-pecuniary in any matter that comes before the Board, that member will fully disclose those interests and shall not take part in the discussion or any decisions related to those interests. Every declaration of interest conflicts shall be recorded in the Board minutes

7.10. Indemnification and Protection of Directors

7.10.1. Every director and officer of the Corporation and his/her heirs, executors and administrators and estate respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against

7.10.1.1. All costs, charges and expenses whatsoever which such directors or officers may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him/her or about the execution of the duties of his/her office

7.10.1.2. All other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default

7.10.1.3. Directors acting in good faith shall not be held responsible or held liable for any loss or damage resulting from his/her action

7.11. Meetings of Directors

7.11.1. The Board of Directors shall hold its regular meetings in the head office of the Corporation according to the schedule to be set annually and approved by the Board of Directors, or at such other time or place as may be designated by the Board of Directors from time to time. A minimum of six (6) regular Board Meetings shall be held each fiscal year

7.12. Meeting Notice

7.12.1. Approved, regular monthly meetings require no notice. Notice of any special meetings shall be given at least two (2) days prior to the date fixed for the meeting

7.13. Quorum

7.13.1. A quorum for the transaction of business at any meeting of the Board shall be a majority of 50% + 1 of current Board Members. If less than a quorum shall be in attendance at the time for which a meeting of the directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned by the directors present for a period not exceeding one month at any one time without any notice other than by announcement made until a quorum shall attend

7.14. Voting

7.14.1. Questions arising at any meeting of the Board shall be decided by a majority of votes. Directors shall have one vote only.

7.14.2. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. All resolutions will be recorded in the official Board minutes. Any dissenting director shall have the option to have his/her dissent recorded in the minutes.

8. OFFICERS OF THE CORPORATION

8.1. Officers

The officers of the Corporation shall be known as the Executive Committee and shall consist of:

- (1) Chairperson;
- (2) Vice Chairperson;
- (3) Past Chairperson;
- (4) Secretary;
- (5) Treasurer;
- (6) Executive Director (ex-officio).

8.1.1. All voting officers shall be active members of the Corporation and elected by the Board of Directors. No two of the aforesaid positions may be held by the same person with the exception of the Secretary and Treasurer.

8.2. Qualifications

An officer of the Corporation shall be;

- 8.2.1.** Highly committed to the goals of the Corporation;
- 8.2.2.** A member of the Board, preferably in their second or more year of service;
- 8.2.3.** Agreeable and capable of serving in a senior leadership capacity.

8.3. Election and Term

8.3.1. The Nominations Committee shall be responsible for developing criteria for screening prospective officers and establishing the slate of nominees for approval by the Board

8.3.2. In considering the qualifications of a prospective officer, the Nominations Committee shall look for an elected Board member whose personality, profession, experience and skills will make a positive contribution to the Executive Committee and further the goals of the Corporation in a cooperative and respectful manner

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- 8.3.3.** An officer shall hold office for a period of one (1) year from the annual general meeting at which he/she is elected. Upon the expiry of his or her term, an officer is eligible for re-election or re-appointment for another term providing he/she is a voting member in good standing of the Corporation
- 8.3.4.** The Board may fill a vacancy, however caused, on the recommendation of the Nominations Committee

8.4. Role

The Executive Committee shall be responsible to:

- 8.4.1.** Oversee the timely implementation of Board policies and adherence to all legal requirements;
- 8.4.2.** Provide leadership for the governance and strategic direction of the Corporation;
- 8.4.3.** Act on urgent matters between Board meetings.

8.5. Remuneration of Officers

8.5.1. The officers of the Corporation shall serve without remuneration and no officer shall directly or indirectly receive any profit from his/her position. An officer may be reimbursed for approved, reasonable expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Corporation

8.6. Conflicts

8.6.1. If an officer has any conflict of interest, direct or indirect, pecuniary or non-pecuniary in any matter that comes before the Board, that member will fully disclose those interests and shall not take part in the discussion or any decisions related to those interests. Every declaration of conflicts of interest shall be recorded in the Board minutes

8.7. Duties of Chairperson

The Chairperson shall be the chief executive officer of the Corporation and shall:

- 8.7.1.** Preside at meetings of the Board and the Corporation;
- 8.7.2.** Sign all instruments which require his/her signature;
- 8.7.3.** Provide leadership to the governance of the Corporation and ensure that its governance responsibilities are effectively addressed and governance policies (By-Laws) of the Corporation are followed;
- 8.7.4.** Guide the work of the Board and see that all orders and resolutions of the Board are carried into effect;
- 8.7.5.** Sit as a member of all Board Committees and assist the Board and Committees to reach consensus on fundamental policy issues;
- 8.7.6.** Act as spokesperson and coordinate the presentation of the Corporation's position to the public and to other external public bodies, agencies and Corporations;
- 8.7.7.** Provide an annual report of the business and affairs of the Corporation at the AGM;
- 8.7.8.** Support the work of the Executive Director;
- 8.7.9.** Have such powers and duties as may from time to time be assigned to him/her by the Board; and
- 8.7.10.** After retirement, serve as Past Chairperson.

8.8. Duties of Vice Chairperson

8.8.1. The Vice Chairperson shall be vested with all powers and shall perform all the duties of the Chairperson in the absence or disability or refusal to act of the Chairperson

8.9. Duties of Past Chairperson

8.9.1. The Past Chairperson shall support the smooth transition of leadership to the newly elected Chairperson

8.9.2. Act as chair of the Nominations Committee charged with recommending new members of the Board and the slate of Officers.

8.10. Duties of Secretary

8.10.1. The Secretary shall ensure that proper minutes and records are kept of all meetings of the executive and Board

8.11. Duties of Treasurer

8.11.1. The Treasurer shall ensure that appropriate financial management policies are in place to protect the interests of the Corporation and staff

8.11.2. The Treasurer is responsible for the regular review of the Corporation's accounts and for reporting to the Board on the financial status of the Corporation as well as all financial transactions of the Corporation of relevance to the Board

8.11.3. The Treasurer and the Executive Director shall present the annual budget to the Board for approval

8.12. Duties of Executive Director

8.12.1. The Executive Committee shall be responsible for screening and selecting a candidate for the position of Executive Director for approval by the Board;

8.12.2. In considering the qualifications of an Executive Director, the Executive Committee shall look for a professional whose personality, background, experience and skills will make a positive contribution to the staff and Board and further the goals of the Corporation in a cooperative and respectful manner;

8.12.3. The Executive Director shall be the senior staff person and chief operations officer of the Corporation and shall be responsible to the Board for the general management of the Corporation's activities and business. The Executive Director sits as an ex-officio member of the Executive Committee and Board of Directors. The Executive Director is an ex-officio member of all committees of the Board. The Executive Director shall sign all instruments which require his/her signature. In all matters affecting the Corporation, the Executive Director shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

8.12.4. In addition to any other authority or duties conferred by the direction of the Board, the Executive Director shall provide leadership and exercise general and active supervision over the affairs of the Corporation, including:

8.12.4.1. The selection, appointment, supervision, evaluation, support and discharge of all employees;

8.12.4.2. Preparation of plans, budgets and reports;

- 8.12.4.3. Program development, delivery and evaluation;
- 8.12.4.4. Records management;
- 8.12.4.5. Safe-keeping and good state of repair of all physical properties of the Corporation;
- 8.12.4.6. Adhering to all legal requirements and seeing that all orders and resolutions of the Board are carried into effect;
- 8.12.4.7. Supporting the work of the Chairperson, the Executive Committee, Board Committees and the Board;
- 8.12.4.8. Acting as spokesperson and coordinating the presentation of the Corporation's position to the public and to other external public bodies, agencies and Corporations;
- 8.12.4.9. Ensuring sound financial, administration and organizational management; and
- 8.12.4.10. During the absence or inability of the Executive Director, his/her duties and powers may be exercised by a designate, or such other person as the Board may from time to time appoint for this purpose.

9. COMMITTEES

9.1. Structure

- 9.1.1. The Board of Directors may from time to time as deemed necessary appoint standing and ad hoc committees to do the work of the Board in the area of policy governance. Any committee so appointed shall meet for the transaction of business, adjourn and otherwise regulate its meetings in accordance with the By-Laws, policies, mission and vision of Hospice and at the direction of the Board. The Board shall review the committee structure annually and may dissolve committees that are no longer required and/or add committees to support the work of the Board.

9.2. Membership and Term

- 9.2.1. At least one Board member shall serve on each standing committee and/or chair the committee. The Corporation Chairperson shall be a member of all committees of the Corporation. The Executive Director shall be an ex-officio member of all committees of the Corporation. Other Committee members shall be recruited and invited to serve based on their personalities, professions, community connections, experience and skills that will make a positive contribution to the Committee and further the goals of the Committee and the Corporation.
- 9.2.2. Members of Committees shall be appointed for a term of one (1) year which is renewable should the Committee continue to serve at the will of the Board.

9.3. Duties of Committee Chairpersons

The Board and/or Committee shall name a chairperson to provide leadership to the Committee. The Committee Chairperson shall:

- 9.3.1. Preside at all meetings of the Committee;
- 9.3.2. Provide leadership in delivering on the Committee's mandate;
- 9.3.3. Recruit Committee members;
- 9.3.4. Guide and oversee the work of the Committee; and

9.3.5. Provide reports to the Board and membership.

9.4. Remuneration

9.4.1. No member of a committee of the Corporation shall receive any remuneration for their services as a member of the committee, but shall be entitled to approved, reasonable expenses necessarily and reasonably incurred while engaged in the affairs of the committee on behalf of the Corporation.

9.5. Conflicts

9.5.1. If a committee member has any conflict of interest, direct or indirect, pecuniary or non-pecuniary in any matter that comes before the Committee, that member will fully disclose those interests and shall not take part in the discussion or any decisions related to those interests. Every declaration of interest conflicts shall be recorded in the Committee minutes.

9.6. Meetings

9.6.1. The committee shall set regular meetings. Approved, regular monthly meetings require no notice. Notice of any special meetings shall be given at least two (2) days prior to the date fixed for the meeting.

9.7. Quorum

9.7.1. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum.

9.8. Voting

9.8.1. Questions arising at any meeting of a committee shall be decided by a majority of votes. Each committee member shall have one (1) vote. All resolutions will be recorded in the official Committee minutes.

9.9. Reporting

9.9.1. Committees shall report regularly to the Board through the Board representative and/or the Executive Director.

10. FINANCIAL MATTERS

10.1. The fiscal period of the Corporation shall terminate on the 31st day of March in each year or on such date as the directors shall by resolution from time to time determine.

10.2. Quarterly financial statements shall be presented to the Board of Directors.

10.3. The auditor of the Corporation shall be an independent chartered accountant or firm of chartered accountants and shall be appointed annually by the Board of Directors. The auditor shall make the examination and have access to such records, minutes, accounts, books, documents and vouchers that is in his/her opinion necessary to enable him/her to report on the financial statements of the Corporation.

- 10.4.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate.
- 10.5.** The Executive Director is authorized to approve the payment of all budget expenses that are required for the operation of the Corporation.
- 10.6.** In order to carry out the purposes of the Corporation, the Board of Directors may from time to time:
 - 10.6.1.** Borrow money upon the credit and/or assets of the Corporation in such manner as they decide is in the best interest of the Corporation;
 - 10.6.2.** Limit or increase the amount to be borrowed;
 - 10.6.3.** Invest funds in such manner as they decide is in the best interest of the Corporation; and
 - 10.6.4.** All required annual returns shall be made to provincial and federal regulatory departments.

11. EXECUTION OF DOCUMENTS

- 11.1.** All contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the following: Chairperson, Vice Chairpersons, Past Chairperson, Secretary, Treasurer, Executive Director after obtaining approval from the Board of Directors.
- 11.2.** All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and other instruments in writing.

12. AMENDMENTS OF BY-LAWS

- 12.1.** The Board of Directors may by resolution make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal is effective only until the next annual meeting of the members unless confirmed thereat and, in default of confirmation thereat, ceases to have effect.

13. INTERPRETATION

- 13.1.** In these general By-laws of the Corporation:
 - 13.1.1.** The “Corporation” means Dundas County Hospice;
 - 13.1.2.** “AGM” means the Annual General Meeting;
 - 13.1.3.** The singular shall include the plural and the plural shall include the singular;
 - 13.1.4.** The masculine shall include the feminine and vice versa;
 - 13.1.5.** “Board” means the Board of Directors of the Corporation;
 - 13.1.6.** “Person” shall include firm, syndicate, association, partnership or corporation;
 - 13.1.7.** “Act” means the Corporations Act, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefor and, in case of such substitution, any references to the substituted provisions therefor in the new statute or statutes;
 - 13.1.8.** “By-law” means any By-law of the Corporation from time to time in force and effect;

- 13.1.9.** “Letters Patent” means the Letters Patent and any supplementary letters patent of the Corporation;
- 13.1.10.** “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in case of such substitution, any references in the By-laws of the Corporation to provisions the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- 13.1.11.** “Special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast a general meeting of the members of the corporation in writing of all the members entitled to vote as such meeting.

Confirmed by the Members of the Corporation 27 June, 2023

Witness the Corporate Seal of the Corporation.

signed: Arnold Scheerder, Board Chair

signed: Arlene Nesbitt, Secretary