

**HOSPICE PALLIATIVE CARE OF GREATER MONCTON INC.
HOSPICE DE SOINS PALLIATIFS DU GRAND MONCTON INC.**

BYLAWS(See Addendum 7)

BY-LAW 1 - NAME

The name of the Company shall be Hospice Palliative Care Greater Moncton / Hospice de Soins Palliatifs du Grand Moncton Inc.

BY-LAW 2 - PURPOSE AND OBJECTIVES

The purpose of the Company shall be to provide quality, comprehensive hospice palliative care services in keeping with current national standards to people and families who are dealing with a progressive palliative illness, care-giving and grief.

BY-LAW 3 - HEAD OFFICE AND GEOGRAPHICAL BOUNDARIES

- 3.1 The Head Office of the Company shall be in the City of Moncton, in the Province of New Brunswick.
- 3.2 The Company shall serve the community of the Greater-Moncton area.

BY-LAW 4 - SEAL AND RECORDS

- 4.1 The corporate seal of the Company shall have inscribed thereon the name of the Company and the year of its incorporation.
- 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 Company.
- 4.4 Official Company records, including Minutes and Financial records, shall be maintained and kept at the Head Office of the Company.

BY-LAW 5 - MEMBERSHIP

The voting membership of the Company shall consist of the Board of Directors, who must comply with the Company's Constitution and By-Laws and Rules of Order governing the conduct of meetings.

BY-LAW 6 - ANNUAL GENERAL MEETING

- 6.1 The Annual General Meeting of the Company shall be held no later than six (6) months after the end of the fiscal year, at the Head Office or a location approved by the Board of Directors.
- 6.2 The purpose of the Annual General Meeting is to report to the community in a formal setting.
- 6.3 The community shall be notified of the Annual General Meeting at least one (1) week in advance, by publication of "Notice of Annual General Meeting" in the newspaper, notice at Hospice facilities and on the Hospice website.

BY-LAW 7 - BOARD OF DIRECTORS

7.1 -Numbers and Powers

The affairs of the Company shall be governed by the Board of Directors, consisting of not more than eleven (11) and not less than five (5) elected persons, and one (1) ex-officio staff person appointed by the Board of Directors, as follows: (1) Executive Director. (See Addendum 1).

7.2-Role

The role of the Board of Directors is to provide governance and over-all policy direction for the Company and to ensure its financial integrity, the fulfillment of its legal responsibilities, the pursuit of its objectives and the quality of its programs.

The Board is responsible to appoint the Executive Director who shall serve as the Chief Administrative Officer of the Company, and shall be responsible to the Board for the general operation, management and leadership of the Company's activities and business. The Executive Director shall sit as an ex-officio member of the Board of Directors.

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.

The Directors of the company 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:-

- Nineteen (19) (or more) years of age;
- (See Addendum 8)
- Committed to the goals of the Company

7.4 - Nomination and Election

Directors shall be nominated by a committee (the "Nominating Committee"), established by the Board, for the purpose of selecting and recommending to the Board, qualified individuals who wish to serve as Directors.

In considering the qualifications of a prospective Director, the Nominating 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 co-operative and respectful manner.

The Nominating Committee shall be responsible for developing criteria for screening prospective Directors, establishing the slate of nominees for consideration by the Board. The approved slate of nominees shall be presented at the Annual General Meeting.

7.5 - Terms of Office

A Director shall hold office for a period of three (3) years from the Annual General Meeting at which they are ratified.

As far as possible, the terms of Board members shall be staggered so that approximately one-third (1/3) of the members are eligible for re-election every year.

In the event the incoming Chairperson has less than 3 years remaining in their term limit the Board may, on a one time basis, extend their term for one additional year.(See Addendum 11).

Upon the expiry of his or her term, a Director is eligible for re-election or re-appointment for another term.

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.

A Director must observe a one (1) year leave after the completion of a second three (3) year term before being re-offered a position on the Board. (See Addendum 4).

7.6 - Honorary Board Members

The Board may, from time to time, appoint individuals as Honorary Board Members, who are non-voting members and shall not have or hold any rights, duties or responsibilities of office, except as may be assigned to them by the Board.

The primary purpose of appointing Honorary Board Members is to recognize or express appreciation for their expressed or demonstrated commitment or contribution of a significant nature to the material well-being, reputation or best interest of the Company.

The Board may revoke or rescind such honorary appointment(s) at any time, with or without cause, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board of Directors.

7.7 - Vacation of Office

A person ceases to be a Director of the Company if he/she:-

- Resigns from the Board, in writing;
- Fails to diligently and faithfully carry out their duties as a Director;
- Is incapable of carrying out any of their duties;
- Dies
- Is removed from office by resolution of at least two-thirds (2/3) of the votes cast at a meeting of the Board of Directors, pursuant to paragraph 7.8.

7.8 - Removal of Directors

The Board may, by resolution passed by at least two-thirds (2/3) of the votes cast by the Board of Directors at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office.

7.9 - Remuneration of Directors

The Directors and Officers of the Company 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 Company.

7.10 - Conflicts

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 conflict of interest shall be recorded in the Board minutes.

7.11 - Indemnification and Protection of Directors

Every director and officer of the Company 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 Company from and against:-

- 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 in or about the execution of the duties of his/her office.
- All other costs, charges and expenses which he/she may sustain or incur in or about, or in relation to the affairs of the Company.

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

7.12 - Meetings of Directors

The Board of Directors shall hold 6 regular meetings a year plus any special meeting that might be determined necessary.(See Addendum 9).

7.13 - Quorum

A quorum for the transaction of business at any meeting of the Board shall be a simple majority of fifty percent plus one (50% plus 1) of the total number of voting Board members. (See Addendums 2 and 3).

7.14 - Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes. Directors may vote only in person, and each director shall have one (1) vote only.

All resolutions will be recorded in the official Board Minutes.

BY-LAW 8 - OFFICERS OF THE COMPANY

8.1 - Officers

The Officers of the Company shall be known as the "Executive Committee" and shall consist of:

- Chair(see Addendum 10)
- Past Chair(see Addendum 10). The Past Chair must be a Director to hold the office of Past Chair. (See Addendum 12).
- Two Vice-Chair(see Addendum 10)
- Secretary
- Treasurer
- Executive Director (Ex Officio)

The positions of Secretary and Treasurer can be combined to Secretary-Treasurer. (See Addendum 13).

All voting officers shall be active directors of the Company and elected by the Board of Directors. Any two (2) of the aforesaid offices may not be held by the same person.

8.2 - Executive Committee

The Executive Committee shall be responsible to:

- Oversee the timely implementation of Board policies and adherence to all legal requirements;
- Provide leadership and governance for the strategic direction of the Company;
- Act on urgent matters between Board meetings;
- Screen and select a candidate for the position of Executive Director for consideration by the Board.
- Review and recommend financial statements for Board approval.(See Addendum 5).

8.3 - Duties of Chair

The Chair shall:

- Preside at meetings of the Board and the Company;
- Sign all instruments which require his/her signature;
- Provide leadership to the governance of the Company, and ensure that its governance responsibilities are effectively addressed, and that the Company's By-Laws are followed;
- Guide the work of the Board and see that all orders and resolutions of the Board are carried into effect;
- Sit as an ex-officio member of all committees and assist the Board and Committees to reach consensus on fundamental policy issues;
- Provide an annual report of the business and affairs of the Company at The Annual General Meeting;
- Support the work of the Executive Director;
- Have such powers and duties as may from time to time be assigned by The Board.

8.4 - Duties of a Vice-Chair

A Vice-Chair shall be vested with all powers and shall perform all the duties of the Chair in the absence or disability of the Chair.

8.5 - Duties of the Secretary

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

8.6 - Duties of the Treasurer

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

The Treasurer is responsible for regular reviews of the Company's accounts and for reporting to the Board on the financial status of the Company, as well as all financial transactions of the company of relevance to the Board.

The Treasurer shall also present the annual budget to the Board for approval.

8.7 - Duties of the Executive Director

The Executive Director shall be the senior staff person and chief administrative officer of the company, and shall be responsible to the Board for the general management of the company's activities and business.

The Executive Director is responsible for leading and directing the operations of the company in accordance with the mission, vision and policies of the company.

The Executive Director reports to the Board and works in partnership with staff, volunteers and the Board to ensure the effectiveness of the company's programs and services, and to steward the company.

BY-LAW 9 - COMMITTEES

9.1 - Structure

The Board of Directors may, from time to time as deemed necessary, appoint standing and ad hoc committees. 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

At least one Board member shall serve on each standing committee and ad hoc committee.

The Company Chair shall be an ex-officio member of all committees of the Company.

The Executive Director shall be a member of all committees of the Company.

Other 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.

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 Committee shall name a chairperson who shall:

- Preside at all meetings of the Committee;
- Provide leadership in delivering on the Committee's mandate; Recruit additional Committee members;
- Guide and oversee the work of the Committee;
- Provide reports to the Executive Director for presentation to the Board.

9.4 - Remuneration

No member of a committee of the Company 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 Company.

9.5 - Conflicts

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 conflict shall be recorded in the Committee minutes.

9.6 - Meetings

The committee shall set regular meetings. Approved regular 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

Unless otherwise determined by the Board of Directors, three (3) members of a committee shall be a quorum.

9.8 - Voting

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

Committees shall report regularly to the Board through the Executive Director.

BY-LAW 10 - FINANCIAL MATTERS

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

The reviewer of the Company shall be an independent accountant or firm of accountants, and shall be appointed annually by the Board of Directors. The reviewer shall make the examination of and have access to such records, minutes, accounts, books, documents and vouchers that are, in his/her opinion, necessary to enable him/her to report on the financial statements of the Company. (See Addendum 6).

All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by such officers, and in such manner as the Board of Directors may, from time to time, designate.

In order to carry out the purposes of the Company, the Board of Directors may, from time to time:-

- Borrow money upon the credit and/or assets of the Company in such manner as they decide is in the best interest of the Company;
- Limit or increase the amount to be borrowed;
- Invest funds in such manner as they decide is in the best interest of the Company.

All required annual returns shall be made to Provincial and Federal regulatory departments.

BY-LAW 11 - EXECUTION OF DOCUMENTS

All contracts, documents or instruments in writing, requiring the signature of the Company, shall be signed by any two (2) of the following: Chair, a Vice-Chair, Secretary, Treasurer, Executive Director.

All contracts, documents and instruments in writing so signed shall be binding upon the Company, 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 Company, either to sign contracts, documents and other instruments in writing.

ADDENDUMS

1. May 8, 2012 BY-LAW 7.1 -Numbers and Powers-

Previous: The original wording is not available as of June 5, 2015.

Amended to read as: The affairs of the Company shall be governed by the Board of Directors, consisting of not more than eleven (11) and not less than five (5) elected persons, and one (1) ex-officio staff person appointed by the Board of Directors, as follows: (1) Executive Director.

2. May 8, 2012 By law 7.13 - Quorum -

Previous: The original wording is not available as of June 5, 2015.

Amended to read as: A quorum for the transaction of business at any meeting of the Board shall be a majority of six (6) voting members.

3. Nov 13, 2014 Bylaw 7.13 Quorum

Previous :A quorum for the transaction of business at any meeting of the Board shall be a majority of six (6) voting members.

Amended to read as: A quorum for the transaction of business at any meeting of the Board shall be a simple majority of fifty percent plus one (50% plus 1) of the total number of voting Board members.

Gary Chesser/Dave Parker Carried

4. April 9, 2015 Bylaw 7.5 Terms of Office

Amended to include: A Director must observe a one (1) year leave after the completion of a second three (3) year term before being re-offered a position on the Board.

Pat Phelan /Bill Lane Carried

5. June 11, 2015 By-Law 8.2 – Executive Committee

Amended to include: Review and recommend financial statements for Board approval.

Bill Lane/Gary Chesser, carried

6. June 11, 2015 By-Law 10 – FINANCIAL MATTERS

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

Amended to delete the word, “auditor” which occurs twice and replace with the word, “reviewer”.

Bill Lane/Gary Chesser, carried

7. June 11, 2015 “CONSTITUTION AND BY-LAWS”

Previous title of document was “Constitution and Bylaws”

Amended to delete the words, “Constitution and” in the document title.

Payson Rowell/ Bill Lane carried

8. October 21, 2015 By-Law 7.3 Qualifications

Previous:

A Director shall be:

- Nineteen (19) (or more) years of age;
- A resident of the Greater Moncton area;
- Committed to the goals of the Company

Amended to rescind "A resident of the Greater Moncton area;"

Payson Rowell/ Bill Lane carried

9. June 15, 2016 By-Law 7.12 Meetings of Directors

Previous: The Board of Directors shall hold regular monthly meetings.

Amended to "The Board of Directors shall hold 6 regular meetings a year plus any special meeting that might be determined necessary".

Bill Lane/ Payson Rowell carried

10. June 15, 2016 By-Law 8.1 - Officers (and all other occasions of the use of President)

Previous: The Officers of the Company shall be known as the "Executive Committee" and shall consist of:

- President
- Past President
- Two Vice- Presidents

Amended to: The Officers of the Company shall be known as the "Executive Committee" and shall consist of:

- Chair
- Past Chair
- Two Vice- Chairs

Bill Lane/ Payson Rowell carried

11. June 15, 2016 By-Law 7.5 - Terms of Office

Amended to add: In the event the incoming Chairperson has less than 3 years remaining in their term limit the Board may, on a one time basis, extend their term for one additional year.

Bill Lane/ Payson Rowell carried

12. June 15, 2016 By-Law 8.1 - Officers

The Officers of the Company shall be known as the "Executive Committee" and shall consist of:

- Past Chair (see Addendum 10)

Amended to: Past Chair (see Addendum 10). The Past Chair must be a Director to hold the office of Past Chair.

Bill Lane/ Payson Rowell carried

13. June 15, 2016 By-Law 8.1 - Officers

Previous:

- Secretary
- Treasurer

Amended to: The positions of Secretary and Treasurer can be combined to Secretary-Treasurer.

Bill Lane/ Payson Rowell carried