

**HOSPICE SOUTHEAST NEW BRUNSWICK INC.  
HOSPICE SUD-EST NOUVEAU-BRUNSWICK INC.  
BYLAWS**

**BYLAW 1 – NAME**

The name of the Corporation shall be Hospice Southeast New Brunswick Inc./Hospice Sud-Est Nouveau-Brunswick inc.

**BYLAW 2 – DEFINITIONS AND INTERPRETATION**

In these general bylaws of the Corporation:

- The “Corporation” means Hospice Southeast New Brunswick Inc./Hospice du Sud-Est Nouveau-Brunswick inc.;
- Hospice SENB means Hospice Southeast New Brunswick Inc./Hospice Sud-Est Nouveau-Brunswick inc.;
- “AGM” means the Annual General Meeting;
- The singular shall include the plural, and the plural shall include the singular;
- “Board” means the Board of Directors of the Corporation; and
- “Person” shall include firm, syndicate, association, partnership or corporation.

**BYLAW 3 – PURPOSE AND OBJECTIVES**

3.1 The purpose of the Corporation shall be to:

- Provide quality, comprehensive and compassionate palliative care and bereavement programs and services to individuals and families faced with dying, death and bereavement in accordance with the standards set by the New Brunswick Hospice Palliative Care Association, and any regulations set by the federal and provincial governments.
- Operate a 10-bed residential, bilingual hospice in the City of Moncton to serve individuals ~~who are referred through the New Brunswick Extra Mural program and~~ who live in communities found within the geographic boundaries of Westmorland, Albert and Kent Counties.

3.2 The Corporation shall exemplify and promote in all its operations, actions and statements:

- Awareness of life-limiting illnesses and end of life issues;
- Provision of grief and bereavement services and support to clients and their families;
- Training and support of volunteers in hospice-related activities; **and**
- The encouragement of legacies, donations, gifts, bequests and endowments to the Hospice Southeast New Brunswick Foundation.

3.3 The Corporation shall receive funds from the Hospice Southeast New Brunswick Foundation, the **Boutique** Hospice Shoppe, various levels of government and other sources for use in the achievement of its purpose and objectives.

3.4 Hospice palliative care programs and services shall be **largely free** and **strictly** confidential.

#### **BYLAW 4 – HEAD OFFICE**

4.1 The Head Office of the Corporation shall be in the City of Moncton, in the Province of New Brunswick.

#### **BYLAW 5 – CORPORATE SEAL AND RECORDS**

5.1 The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation and the year of its incorporation.

5.2 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 bylaws.

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

5.4 Official Corporation records, including Minutes and Financial records, shall be maintained and kept at the Head Office of the Corporation.

#### **BYLAW 6 – MEMBERSHIP**

##### 6.1 Members

The members of the Corporation shall be the voting directors of the Corporation.

##### 6.2 Resignation

A member may resign from the Corporation by delivering a written resignation to the ~~Secretary-Treasurer~~ **Chair**. A resignation shall be effective at the time it is received or at the time specified in the resignation, whichever is the later.

#### **BYLAW 7 – ANNUAL GENERAL MEETING**

7.1 The Annual General Meeting (AGM) of the Corporation 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.

7.2 The AGM agenda shall include the:

- a. Approval of the previous Annual General Meeting minutes;
- b. Reports of the Chair and the Executive Director;

- c. Reports of the auditor, including audited financial statements;
- d. Appointment of the auditor;
- e. Amendments to bylaws, if any;
- f. Report of the Nominating Committee; and
- g. Election of Directors.

7.3 No item of other business shall be considered at the Annual General Meeting unless notice in writing has been given to the Secretary-Treasurer in advance of giving notice **at least two weeks prior to the meeting.**

7.4 Directors, employees, volunteers, community supporters and partners in the community shall be notified of the AGM at least two (2) weeks in advance, by publication of "Notice of Annual General Meeting" ~~in local newspapers, and~~ via electronic invitation, posting on the Hospice website and notice at Hospice facilities.

7.5 The chair of the AGM shall be the Chair or the Corporation or in ~~his or her~~ **their** absence, a Vice-Chair or designate.

7.6 Quorum for the AGM shall be a majority of the voting members.

7.7 Each Director shall be entitled to one vote at the AGM. Votes shall be by show of hands.

7.8 Business shall be decided by a majority votes. In the event of a tie, the Chair shall cast the deciding vote. All resolutions will be recorded in the AGM Minutes.

#### **BYLAW 8 – NOMINATIONS TO THE BOARD OF DIRECTORS**

8.1 Directors shall be nominated by a committee (the "Nominating Committee"), established by the Board qualified individuals who wish to serve as officers and directors.

8.2 The Nominating Committee shall be comprised of the Past Chair, ~~who shall serve as the Nominating Committee chair, the First and Second Vice-Chairs and~~ **at least** two members of the Board of Directors.

8.3 The Nominating Committee shall determine the number of Officer and Director positions vacant at least 60 days in advance of the Annual General Meeting.

8.4 In considering the qualifications of prospective Officers and Directors, the Nominating Committee shall look for persons 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. Additionally, the Committee will strive to achieve a balance with respect to gender and language in order to reflect the region served by Hospice SENB.

8.5 A director shall be an individual who:

- Is nineteen (19) or more years of age;
- Is a resident of Westmorland, Albert or Kent counties in the Province of New Brunswick;
- Is committed to the purpose and objectives of the Corporation; and
- Has not committed any offenses related to the financial dishonesty or any dishonesty relevant to the operation of a charity.

8.6 The Nominating Committee shall be responsible for presenting the slate of nominees to the Board no later than 30 days prior to the Annual General Meeting.

8.7 The approval slate of nominees shall be presented for election at the Annual General Meeting.

#### **BYLAW 9 – HONORARY BOARD MEMBERS**

9.1 The Board may, from time to time, appoint individuals as Honorary Board Members, who are non-voting members and shall not have 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 Corporation.

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

#### **BYLAW 10 – BOARD OF DIRECTORS**

##### 10.1 Numbers and Powers

The affairs of the Corporation shall be governed by the Board of Directors, consisting of not more than 15 (fifteen) and no fewer than five (5) elected persons, and the Executive Director who shall sit ex-officio.

##### 10.2 Role of the Board of Directors

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 fulfilment of its legal responsibilities, the pursuit of its objectives and the quality of its program.

The Board is responsible for the appointment of the Executive Director who shall serve as the Chief Administrative Officer of the Corporation and shall be responsible for the general management and leadership of the Corporation's activities and business. The Executive Director shall sit as non-voting ex-officio member of the Board of Directors.

As part of fulfilling such roles, the Board shall:

~~The Board of Directors will ensure that the Corporation:~~

- Annually establish key performance indicators for the Executive Director;
- Ensure there is a succession plan in place for from time to time for the Executive Director;
- Establish policies from time to time to address administrative limitation policies such as approval of spending limits and employment level limits.
- Develop and approve no less than every (5) years, a strategic plan and risk assessment analysis for the Corporation.
- ~~Adheres to the purpose and objectives it has set for itself;~~
- Respects the laws that apply to it (tax, health and safety, etc.);
- Oversees the financial affairs of the organization, **Corporation**, including but not limited to budgets, spending and investments;
- ~~Hires competent senior employees and establishes appropriate management tools such as position descriptions and evaluation tools;~~
- Establishes rules for the oversight of important issues e.g. privacy and confidentiality; **and**
- Keeps any records required by law.

The Directors of the Corporation may from time-to-time purchase, leave 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.

### 10.3 Role of the Executive Director

The Executive Director shall be the senior staff person of the Corporation and shall be responsible for the general management of the Corporation's activities and business. The Executive Director sits as a non-voting ex-officio of the Board. The Executive Director shall sign all instruments which require their 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. 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 Company including:

- The selection, appointment, salary, supervision, evaluation, support, and discharge of all employees;
- Preparation of plans, budgets, and reports;
- Program development, delivery, and evaluation;
- Records management;
- Safe keeping and good state of repair of all physical properties of the Corporation;

- Adhering to all legal requirements and seeing that all orders and resolutions of the Board are carried into effect;
- Supporting the work of the Chairperson, the Executive Committee, and the Board.
- Acting as a spokesperson for and coordinating the presentation of the Corporation's position to the public and to other external public bodies, agencies, and organizations;
- Ensuring sound financial, administration and organizational management; and
- Providing support to the Board, Executive, Committees, staff, and volunteers.

During the absence or instability of the Executive Director, their duties and powers may be exercised by a designate designated by the Executive Director, should the Executive Director be able to make a designation. If, however, the absence is to exceed a thirty-day period then the Board would be responsible to designate and/or approve of the replacement for the Executive Director.

#### 10.4 Validity of actions

All acts done at any meeting of the Board of Directors shall be valid, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any Director.

#### 10.5 Management of assets

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.

#### 10.6 Terms of Office

Board: A Director shall hold office for a period of two (2) years from the Annual General Meeting at which they are elected. Upon the expiry of the first two-year term, a Director is eligible for re-election for a second two-year term as a Director.

Directors must observe a one (1) year leave after the completion of a second two (2) year term before being re-offered a position on the Board unless elected as an Officer, in which case continuous service is permitted.

Executive Committee: Officers may serve consecutive two-year terms in each position from the time they are first elected as an Officer until such time they have served two years in the position of Past Chair.

Vacancies: In the event that any Director or Officer should die, resign or be removed from office, the ensuing vacancy may be filled by the Board for the unexpired portion of their term.

Extensions: In order to avoid gaps in succession the Board may, on a one-time basis, extend the term of any member of the Executive Committee for one additional year.

Staggering: 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.

#### 10.7 Vacation of Office

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

- Completes ~~his or her~~ **their** terms of office;
- Resigns from the Board in writing;
- Fails to diligently and faithfully carry out their duties as a Director or Officer, including failure to attend three consecutive meetings without reasonable cause;
- Displays conduct detrimental to the Corporation;
- Is in violation of any provision of the Articles, Bylaws or Policies of the Corporation;
- Is incapable of carrying out any of their duties;
- Is removed from office by resolution of at least two-third (2/3) of the votes cast at a meeting of the Board of Directors; **and**
- Dies.

#### 10.8 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.

Failure to disclose conflicts of interest may be considered grounds for termination as a Director, in addition to any remedies available to the Corporation under statute, equity or common law.

#### 10.9 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~~ **their** term of office.

#### 10.10 Renumeration of Directors

The Directors and Officers of the Corporation shall serve without renumeration, and no Director shall directly or indirectly receive any profit from ~~his/her~~ **their** position. A Director may be reimbursed for pre-approved, reasonable expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Corporation.

#### 10.11 Confidentiality

Every Director shall respect the confidentiality of matters that come before the Board or Committee, or coming to ~~his or her~~ **their** attention while carrying out their duties.

#### 10.12 Public Relations

Unauthorized communications may adversely affect the Corporation. The Chair of the Board and the Executive Director are the official spokespeople for the Corporation and responsible for Board Communications. The Chair or the Executive Director may delegate authority to another Officer, Director or senior staff person from time to time and at his or her their discretion.

#### 10.13 Indemnification and Protection of Directors

Every Director and Officer of the Corporation and his/her their heirs, executors and administrators and estate respectively, shall, from time to time, and at all times, be indemnified and saved harmless out of funds of the Corporation 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 their office.
- All other costs, charges and expenses which he/her may sustain or incur in or about, or in relation to the affairs of the Corporation.

#### 10.14 Meetings of Directors

The Board of Directors shall hold a **minimum** of six (6) regular meetings a year plus any additional meetings that might be determined necessary to ensure that good governance of the Corporation. Notice of any special meetings shall be given at least five (5) days prior to the date fixed for the meeting.

#### 10.15 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.

#### 10.16 Voting

Questions arising at any meeting of the Board or Executive Committee, whether in person or held electronically, shall be decided by a majority of votes. Each Director shall have one (1) vote only. In the event of a tie, the Chair shall cast the deciding vote. All resolutions will be recorded in the official Board or Executive Committee Minutes.

### **BYLAW 11 – OFFICERS OF THE CORPORATION**

#### 11.1 Officers

The Officers of the Corporation shall be known as the “Executive Committee” and shall consist of the:

- Chair
- Past Chair
- A First Vice-Chair
- ~~and a~~ Second Vice-Chair
- Secretary-Treasurer



- Executive Director (Ex-Officio)

All voting Officers shall be active Directors of the Corporation and elected by the Board of Directors. Any two (2) of the aforesaid positions may not be held by the same person. **A quorum of the Executive Committee shall be of 3 Directors.**

#### 11.2 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 Corporation;
- Act on urgent matters between Board meetings;
- Screen recommend a candidate for the position of Executive Director for approval by the Board; **and**
- Review and recommend budgets and financial statements for Board approval.

#### 11.3 Duties of the Chair

The Chair shall:

- Preside over meetings of the Board, the Executive Committee and the Corporation;
- Sign all instruments which require ~~his/her~~ **their** signature;
- Provide leadership to the governance of the Corporation, and ensure that its governance responsibilities are effectively addressed, and that the Corporation's bylaws are followed;
- Guide the work of the Board and see that all orders and resolutions of the Board are carried into effect;
- Act as **one of** the official spokesperson for the Corporation;
- 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 on the business and affairs of the Corporation at the Annual General Meeting;
- Direct and support the work of the Executive Director; and
- Have such powers and duties as may from time to time be assigned by the Board.

#### 11.4 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.

#### 11.5 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall:

- Sign all instruments which require ~~his/her~~ **their** signature;
- Ensure that appropriate financial management policies are in place to protect the interests of the Corporation and staff;

- Be responsible for regular reviews 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;
- Assist the Executive Director in the preparation and presentation of the annual budget for Board approval;
- Recommend the appointment of an auditor at the Annual General Meeting; and
- Ensure that proper Minutes and records are kept of all meetings of the Executive and Board.

## **BYLAW 12 – COMMITTEES**

### 12.1 Structure

The Board of Directors may, from time to time as deemed necessary, appoint standard 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 articles, policies, purpose and vision of Hospice, and at the discretion of the Board.

Each committee shall have a clear purpose, objectives and timelines to complete its mandate.

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.

### 12.2 Membership and Term

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

The Chair and the Executive Director shall be ~~be an~~ ex-officio members of all committees of the Corporation.

Other members shall be recruited and invited to serve, based on their personalities, professions, community connections, experience and skills that will make a positive contributions 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.

### 12.3 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; and
- Provide regular reports to the Board.

### 12.4 Renumeration

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 pre-approved, reasonable expenses necessarily incurred while engaged in the affairs of the committee on behalf of the Corporation.

#### 12.5 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.

#### 12.6 Meetings

The committee shall set regular meetings. Approved regular meetings require no notice. Notice of any special meetings shall be given at least five (5) days prior to the date fixed for the meeting.

#### 12.7 Quorum

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

#### 12.8 Voting

Questions arising at any meeting of a committee, whether in person or held electronically, shall be decided by a majority of votes. Each committee member shall have one (1) vote only.

#### 12.9 Reporting

Committees shall report regularly to the Board through the Chair of the committee or a delegated member.

### **BYLAW 13 – FINANCIAL MATTERS**

The fiscal period of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

The auditor of the Corporation 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 access to such records, Minutes, accounts, books, documents and vouchers that are, in ~~his/her~~ **their** opinion, necessary to enable him/her to report on the financial statements of the Corporation.

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 Corporation, the Board of Directors may, from time to time:

- 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;
- Limit or increase the amount to be borrowed; and
- Invest funds in such manner as they decide is in the best interest of the Corporation.

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

#### **BYLAW 14 – EXECUTION OF DOCUMENTS**

All contracts, documents or instruments in writing, requiring the signature of the Corporation, 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 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 to sign contracts, documents and other instruments in writing on behalf of the Corporation.

#### **BYLAW 15 – AMENDMENTS TO BYLAWS**

The bylaws of the Corporation shall be reviewed annually by a committee of the Board of Directors, which may recommend to the Board the repeal, amendment, addition or re-enactment of these bylaws or any prior ones.

The Bylaw Review Committee shall be established by the Board each January and complete their review 60 days in advance of the Annual General Meeting.

Proposed bylaw changes shall be presented for approval at the Annual General Meeting of the Corporation.

Advance notice of bylaw changes shall be given at the same time as the Notice of Annual General Meeting.

#### **BYLAW 16 – RULES OF ORDER**

All meetings of the Corporation shall be guided by Roberts Rules of Order, Newly Revised.