

Effective: June 26, 2019

ARTICLE I – NAME AND INCORPORATION

The name of the Association shall be **Hospice Palliative Care Association of P.E.I. Inc.** (HPCA-PEI) and is hereinafter referred to as the "Association". Hospice Palliative Care Association of PEI, Inc. is a Company duly incorporated under the Companies Act, R.S.P.E.I. 1988, Cap. C-14 (September 19, 2001). The Board may from time to time register a trade name for the Association in the province of Prince Edward Island.

ARTICLE II - HEAD OFFICE

The head office of the Association shall be in the City of Charlottetown, in the Province of Prince Edward Island.

ARTICLE III - OBJECTS

The Association shall not carry on any operations that result in a personal gain for any of the Members. Any surplus or any accretions of the Association shall be used solely for the purposes of the Association and the promotion of the following Objects:

- 3.1 To improve quality of life for clients with life-limiting illness and their families by providing a hospice program which offers palliative and supportive care in the setting of their choice.
- 3.2. To improve well-being by offering bereavement support to the individuals/families during a life-limiting illness and after a death.
- 3.3 To advance education and promote excellence in hospice and palliative care by developing, planning and/or promoting education programs for volunteers and professionals involved in the care of clients with life-limiting illness and their families.
- 3.4 To advance education and promote excellence in hospice and palliative care by disseminating information on better practices to the public.

ARTICLE IV - MEMBERSHIP

- 4.1 Membership in the Association shall be open to any individual, organization, or business interested in the provision of hospice palliative care and support services, and who supports the Objects and methods of the Association.
- 4.2 There shall be two classes of membership in the Association, known as "Association Members". The Board may, by resolution, approve the admission of a Corporation as a Member. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:
- 4.2.1 Regular Member - an individual, organization or business interested in furthering the objects of the Association and who has paid the annual membership fee to the Association. Membership to the Association includes non-voting, associate membership in the Canadian Hospice Palliative Care Association.
- 4.2.2 Life Members - to acknowledge extraordinary achievement and/or long and exemplary service, the Board of Directors may appoint/award a Life Membership. Life Members shall have all the benefits, rights and privileges accruing to regular members, without cost, until death.
- 4.4 The membership year of the Association shall be from January 1 to December 31.
- 4.5 A record shall be maintained of the names and addresses of all Members and such lists shall be protected or provided as required by law.
- 4.6 Membership in the Association shall not be transferable.
- 4.7 Membership in the Association shall cease:
- i) upon the death of the member,
 - ii) if the members resign his or her membership by notice in writing to the Association,

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- iii) if the member fails to pay required membership fees within three months of the end of the membership year, unless reinstated by the Board, or
- iv) if the member ceases to qualify for membership in accordance with these bylaws.

ARTICLE V - BOARD OF DIRECTORS

5.1 There shall be an Association Board of Directors (the “Board”) which shall govern the affairs of the Association.

5.2 The Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position.

5.3 The Board shall be composed of no fewer than 9 elected Directors to a maximum of 11 elected Directors in addition to any ex-officio Directors as set out herein.

5.4 Each Director shall be a Member of the Association. Each Director is expected to attend all regular and special meetings of the Board.

5.5 Election to the Board

5.5.1 Any Member of the Association, in good standing, shall be eligible for election to the Board. Staff may not be Board Members.

5.5.2 The Nominations Committee shall nominate the candidates for the Board at the Annual General Meeting of the membership.

5.5.2.1 The Nominations Committee shall circulate a request for nominations to the membership no later than 30 days before the Annual General Meeting.

5.5.2.2 The Nominations Committee should endeavor to ensure that the Board is composed of a multidisciplinary skilled set of individuals who can contribute to the diverse needs of the Association.

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5.5.3 Nominations for Directors may come from the floor if a proposal is signed by not less than 5% of Members entitled to vote at the Annual General Meeting.

5.5.4 Directors are elected at the Annual General Meeting and hold office for two years. The term of office of each Director shall commence immediately following the Annual General Meeting.

5.5.5 No Director shall serve more than four (4) consecutive 2-year terms, except after absence from the Board for at least two (2) years, in which event such person shall be entitled to be elected.

5.6 Board Vacancies

5.6.1 The office of an elected Director shall be vacated if the Director:

5.6.1.1 completes the term of office,

5.6.1.2 ceases to be a member of the Association,

5.6.1.3 resigns by submitting a written notice to the Chair,

5.6.1.4 misses three regular meetings of the Board in any 12-month period without just cause, or

5.6.1.5 has been removed from the Board by a special resolution receiving a two-thirds vote of the Board.

5.6.2 Any vacancy occurring during the year may be filled by the Board from among the Members of the Association. The person so appointed to fill a vacancy of the Board shall hold office for the balance of the unexpired term of the vacating Director, or until the next Annual General Meeting, whichever is sooner.

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5.7 Board Meetings

5.7.1 The Board shall meet a minimum of five times in each year.

5.7.2 The business of the Association shall be conducted during these Board meetings.

5.7.3 Notice of a meeting shall be given to each Director by mail or electronic means no less than 5 days before the proposed meeting

5.8 Special Board meetings may be called as needed by the Chair, Vice-Chair or any two Directors.

5.9 Quorum of the Board - A quorum is required to pass motions. A quorum is defined as a majority of the Directors (vacant positions are not considered when determining quorum).

5.10 Board members may attend and participate in meetings by phone or other electronic or communications facility that permits all participants to communicate adequately with each other and participate fully in the meeting discussions and decision-making. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of the members pursuant to this sections who is entitled to vote at the meeting may vote by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose. The result of this vote shall be as binding on the Association as if the vote had been decided in regular Board meeting and duly recorded.

5.10.1 Electronic votes may occur between Board meetings with the following provisions:

5.10.1.1 No more than one item will be submitted at any time to the Board of Directors for an electronic vote

5.10.1.2 The motion put to any electronic vote must not be contentious and must not be on a matter with requires extensive Board discussion

5.10.1.3 Any motion put to any electronic vote must have all relevant background material attached so Board members can make an informed decision

5.10.1.4 Board members must be given five (5) days to review the motion and vote in an electronic vote

5.10.1.5 Electronic voting on any matter shall not proceed if any Director objects to such method of voting on any issue

5.11 Powers and Indemnity of the Directors

5.11.1 The Directors of the Association govern the affairs of the Association on behalf of the Members and make, or cause to be made, for the Association, any kind of contract which the Association may lawfully enter into and may exercise all such other powers as the Association is by its constitution or otherwise authorized to exercise and do.

5.11.2 The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may employ an Executive Director, or such other staff, to carry out assigned duties.

5.11.3 No Director or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the

execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty.

5.11.4 Indemnity of Directors and Officers - Every Director or other officer of the Association and their heirs, executors and administrators and estate and effects respectively shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

5.11.4.1 All costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and

5.11.4.2 All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.

5.11.4.3 Individual members of the Association cannot be held liable for debts incurred by the Association or liability suits against the Association.

ARTICLE VI- EXECUTIVE COMMITTEE

6.1 Appointment of Officers

6.1.1 The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association

6.1.2 The Board may, from time to time, and subject to the Act, vary, add to or limit the powers and duties of an officer.

6.2 Duties of Officers

- 6.2.1 Chair – The Chair of the Board shall be elected by the Board annually from among the Directors at the first meeting of the Board after the Annual General Meeting. The duties of the Chair are to:
- i) chair Board meetings,
 - ii) act as public spokesperson of the Association on policy issues or designates an alternate Director or staff to do so,
 - iii) represent the Association and promotes public awareness through attendance at various public, private and/or organizational functions,
 - iv) chair all annual and special meetings of members,
 - v) perform such other duties as described in Board governance documents.
- 6.2.2 Vice Chair – The Vice-Chair, if one is appointed, shall be a Director. The duties of the Vice-Chair are to:
- i) serve in the absence of the Chair,
 - ii) perform such other duties as described in Board governance documents.
- 6.2.6 Executive Director – The Executive Director, if appointed, shall be responsible for managing the day-to-day affairs of the Association. The Executive Director duties are to:
- i) serve as a member of the Board,
 - ii) ensure the recording of all facts and minutes of all Board meetings and proceedings, and enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings,
 - iii) give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of the committee,
 - iv) be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, and

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v) performs such other duties as described in Board governance documents.

ARTICLE VII- COMMITTEES OF THE BOARD

- 7.1 The Board of Directors may from time to time appoint committees or advisory bodies.
- 7.2 Committees or advisory bodies shall exist to support the Board in doing the Board's work and the Board shall prescribe the:
- 7.2.1 manner of appointment or election of committee members,
 - 7.2.2 manner in which committee members are removed, and
 - 7.2.3 responsibilities or duties of committee members.
- 7.3 The members of the Committees and advisory bodies shall serve without remuneration and shall not directly or indirectly receive any profit from his or her position.

ARTICLE VIII - ANNUAL GENERAL MEETING

- 8.1 The Annual General Meeting shall be held each year during the month of June.
- 8.2 Notice of the Annual General Meeting shall be given by the publication of the date, time, and place with the media and by notice to the Members, at least ten days and no more than forty-five days prior to the Annual General Meeting. A special resolution of the Members is required to make any amendment to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 8.3 The business of the Annual General Meeting shall be:
- 8.3.1 to confirm the minutes of the last Annual General Meeting

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- 8.3.2 to approve the accounts, duly audited, for the preceding year;
 - 8.3.3 to consider and deal with any resolutions, of which due notice shall have been given;
 - 8.3.4 to elect the Directors of the Association;
 - 8.3.5 to appoint an auditor;
 - 8.3.6 to consider any other business.
- 8.4 At all Annual General Meetings the presence of not less than seven (7) Members shall constitute a quorum. If a quorum is present at the opening of the Annual General Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 8.5 The Chair shall preside as chairperson at every Annual General Meeting. In the absence of the Chair, the members who are present and entitled to vote at the meeting shall choose one of their number to preside the meeting. The chairperson of the Annual General Meeting shall not vote except in the case of an equality of votes. In the case of an equality of votes, the chairperson shall have a casting vote. Except as otherwise provided herein, all questions shall be decided by a simple majority of the votes cast.
- 8.6 All proposed changes or amendments to the Association Constitution or Bylaws must be prepared and distributed to each Director for consideration, at least 30 days prior to the Annual General Meeting of the Association. Members shall have access to a posted electronic version of all proposed changes to the Constitution or Bylaws or may view the proposed changes document in the Association office during normal business hours.

ARTICLE IX - SPECIAL GENERAL MEETING

- 9.1 A Special General Meeting may be convened at any time by the Chair or the Board and shall be convened by the Board if requisitioned in writing by seven (7) or more Members in good standing. Every such requisition and

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the convening notification shall specify the business for which the Special General Meeting shall have been convened and no other business shall be transacted at such meeting. Notification to Members of a Special General Meeting shall be as for the Annual General Meeting.

9.2 The procedure for the conduct of a Special General Meeting shall be the same as at the Annual General Meeting.

ARTICLE X- VOTES OF MEMBERS

10.1 Every Member has one vote and one vote alone at the Annual General Meeting and at each Special General Meeting called throughout the year.

10.2 Votes must be cast personally.

ARTICLE XI - Meeting Minutes

The minutes of all proceedings at Annual General, Board, and Special General Meetings shall be recorded. The Executive Director shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

ARTICLE XII- FISCAL YEAR

The fiscal year of the Association shall be April 1 to March 31.

ARTICLE XIII - SEAL

The custody of the Corporate Seal shall be with the Executive Director of the Association, and the Corporate Seal shall be used to certify documents issued by the Association.

ARTICLE XIV – BANKING

14.1 The bank account of the Association shall be kept at such bank, trust company or credit union, or other recognized financial institution as the Board may from time to time determine.

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14.2 Cheques on the Association bank accounts shall be signed by such Directors as the Board names from time to time, by resolution.

14.3 Investments - management of all investments shall be the responsibility of the Executive Director. Placement of investments classified as 'long-term' shall be determined by the Board or a committee formed to do same. Placement of investments considered 'short-term' shall be determined by the Executive Director in consultation with other persons as required when necessary.

ARTICLE XV - REPEAL AND AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by a two-thirds majority vote of those present at any Annual or Special General Meeting.

ARTICLE XVI - AUDITORS

The Auditor shall be appointed at the Association's Annual General Meeting to examine and audit the accounts of the Association and to submit a report to the Annual General Meeting.

ARTICLE XVII - DISSOLUTION

17.1 On dissolution of the Association, its property shall be transferred to one or more organizations, to be selected by the Board, which are:

17.1.1 qualified donees within the meaning of the Income Tax Act, or

17.1.2 registered charitable corporations in Canada.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order: Simplified and Applied* shall govern meetings where they are not in conflict with the Association Bylaws, rules of order or other rules of the Association.

Signature

Title:

Date:

Signature

Title:

Date: