

**Board approved: February 6, 2024**

**AGM approved: \_\_\_\_\_**

## **THE HOSPICE HUB BY-LAWS**

### Definitions

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**member**" means a person who has been admitted to membership in the Corporation by the Board of Directors as stipulated herein.

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### Standard Provision Clause

- The singular shall include the plural and the plural shall include the singular
- The masculine shall include the feminine and vice versa

## **THE HOSPICE HUB BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of the THE HOSPICE HUB

**WHEREAS** THE HOSPICE HUB was incorporated under the Canada Not-for profit Corporation on the March 17<sup>th</sup> 2023.

**BE IT RESOLVED** and enacted as the general by-law of THE HOSPICE HUB as follows:

## **ARTICLE 1 INTERPRETATION**

**1.01** In this By-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

**1.02** All terms defined in the *Corporations Act* have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

## **ARTICLE 2 HEAD OFFICE**

The head office of the Corporation shall be in the County of Lanark, in the Province of Ontario.

Service Catchment:

The corporation shall serve people who are served by the Perth & Smiths Falls District hospital, who reside in the surrounding areas including but not limited to Perth, Smiths Falls, The Township of Rideau Lakes, Westport and Portland.

## **ARTICLE 3 PURPOSE AND OBJECTIVES**

The purpose of the Corporation shall be to support, educate, advocate, empower and mobilise individuals and families through their end-of-life journey and after.

## **ARTICLE 4 CHARITABLE STATUS**

The Hospice Hub shall be operated without the purpose of pecuniary gain to any of its members. Any surplus or accretions at The Hospice Hub shall be used solely for the objects of The Hospice Hub.

## **ARTICLE 5 BOARD OF DIRECTORS**

### **5.01 Board**

The affairs of the Corporation shall be managed by a Board composed of up to ten (10) elected Directors including the Past Chair who shall be an ex-officio member of the Board as described herein.

### **5.02 General Rules**

Directors shall be elected in the manner set out in Article 4.19, each of whom shall hold office for a term of two (2) years after he/she shall have been elected or until his/her successor shall have been elected or appointed pursuant to the provisions herein. With the exception of the Current Chair, the Past Chair, or the Incoming Chair (as nominated by the Board to replace the Current Chair at the next scheduled annual meeting of members) no Director may remain as such for more than three consecutive terms (6 years), unless by special recommendation by Nominating Committee to Board of Directors, and no longer than one year.

The chair, after having completed six years (three terms) would then assume the position of past chair for up to two years

### **5.03 Qualifications**

Each Director:

- Shall be at least eighteen (18) years of age
- Is not an undischarged bankrupt nor a mentally incompetent person
- Is committed to furthering the goals of the corporation
- Is a resident of The Hospice Hub's service /catchment area

In addition, the Board may from time to time consider an applicant who does not reside in the Hospice Hub's service/catchment area. The application is to be reviewed by the nominating committee taking into consideration that the applicant does reside in the service catchment area for the hospice hub and that the Board reserves the right to accept or deny any such application. Furthermore, unanimous approval is required by the Board, by way of a motion, at a regular meeting of the Board.

#### **5.04 Vacation of Office**

The office of Director of the organization shall be terminated upon

- (i) receipt of notice of resignation in writing
- (ii) if he/she becomes bankrupt, or suspends payment, or compounds with his/her creditors, or makes unauthorized assignment, or is declared insolvent; or
- (iii) if he/she becomes mentally incompetent, as defined under the Mental Health Act; or
- (iv) if he/she fails to attend fifty (50%) percent of the meetings of the Board in any consecutive twelve (12) month period, unless the Board by resolution exempts the Director from this requirement; or
- (v) if he/she fails to attend three (3) consecutive Meetings of the Board, unless the Board by resolution exempts the Director from this requirement.
- (vi) dies
- (vii) is removed from office by resolution of at least 50% plus one of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given.

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors among the qualified members of the Corporation until the next general meeting of members. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

#### **5.05 Quorum**

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Board of the Directors in office at the time, but in no case shall a quorum be less than 50% plus one of the numbers of Board of Directors, excluding ex-officio members of the Board.

#### **5.06 Meetings**

Meetings of the Board may be held at any place in Lanark County, Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary, or any two (2) Directors.

#### **5.07 Notice**

Notice of Board of Directors meetings shall be delivered, emailed, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by telephone, then notice of the said Board meeting shall be personally delivered, emailed, or mailed to the Director in accordance with the provisions hereof.

#### **5.08 Regular Meetings**

There shall be at least six meetings of the Board in each year.

The Board shall hold a meeting within seven (7) days following the annual general meeting of the Corporation for the purpose of organization and the transaction of any other business.

#### **5.09 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair in addition to his/her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll/written ballot on the question is requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

### **5.10 Remuneration of Directors**

The Directors 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 incurred by the Director while performing his/her duties, A Director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

### **5.11 Indemnities of Directors**

Every Director or officer of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Corporation, from and against:

- 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; and
- all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own wilful neglect or default.

### **5.12 Protection of Directors and Officers**

No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.

### **5.13 Responsibility for Acts**

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

Every Director is in a fiduciary relationship with the corporation and is under an obligation to act in the utmost good faith towards the corporation in his/her dealings with it or on its behalf.

### **5.14 Disclosure**

Every Director who in any way directly or indirectly, or who has family or other association who in any way directly or indirectly, has an interest in a proposed or existing contract or transaction with the organization shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors.

In the case of a proposed contract or transaction a declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration.

### **5.15 Others Present**

Such others as the Board may from time to time by resolution determine may be invited to speak at meetings of the Board, but shall not be entitled to vote. The Executive Director of the Corporation has a standing invitation to attend and speak at meetings of the Board. Employees of the Corporation can attend meetings of the Board at the invitation of the Board but shall not have voting right.

### **5.16 Responsibilities**

The Board of Directors shall have the power afforded to them under the *Corporations Act* and including the power to pass resolutions to advance and further to the objects and to otherwise govern the Corporation and in particular:

- are responsible for the direction of all affairs of the organization in accordance with its Letters Patent and By-Laws, and for the formulation of necessary policies;
- shall elect or appoint the officers of the organization
- shall authorize necessary expenditures including the purchase and rental of property and the making of contracts;
- shall authorize financial transactions in accordance with this By-Law;
- shall authorize the signing by such Officer, employee or agents as shall be determined by the Board of all cheques, bills of exchange, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization in accordance with this By Law;
- shall appoint the Executive Director and exercise such direction over administrative affairs as is necessary for effective pursuit of the organization's objectives;
- shall ensure that the organization carries all forms of proper insurance; and
- shall ensure personnel policies and procedures are established and maintained.

### **5.17 Conflict of Interest**

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.

### **5.18 Elections of Directors**

At each annual general meeting the number of Directors equal to the number of Directors retiring may be elected for terms of two (2) years by and from the members eligible to vote.

Directors shall be elected and retire from office on a rotational basis, serving staggered terms, to balance continuity with new perspective.

- Where: General (i) the slate of candidates for office proposed by the Nominating Committee; and
- (ii) the persons whose names are put in nomination on form as prescribed by the Nominating Committee by any Member entitled to vote fourteen (14) days prior to the date set for the annual meeting of Members at which the election of Directors is held.
- Election Method (i) the number of candidates nominated is equal to the number of offices to be filled, the Secretary at the meeting shall cast a single ballot electing that number of candidates for the offices.
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A person who is elected or appointed as a Director is not a Director unless:

- (i) he/she was present at the Meeting where he/she was elected or appointed and did not refuse to act as a Director
- (ii) where he/she was not present at the Meeting where he/she was elected or appointed, he/she consented to act as Director in writing before his/her election or appointment, or within ten (10) days thereafter.

## **ARTICLE 6 OFFICERS**

### **6.01 Appointment\Election of Officers**

The Board of Directors shall annually at the first meeting after the Annual General Meeting of Members, and more often as may be required, elect a Chair, a Secretary, a Treasurer, and a minimum of one (1) and a maximum of two (2) Vice-Chairs. With the exception of the Chair, two (2) of the aforesaid offices may be held by the same person. The Board of Directors may, from time to time, appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may, from time to time, be prescribed by the Board of Directors.

### **6.02 Vacancies**

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:                   the Officer's removal;

                  the Officer's death.

                  the Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the organization, or at the time specified in the resignation, whichever is later;

                  the Meeting at which the Directors annually appoint the Officers of the organization;

If the office of any Officer of the organization shall be or become vacant, the Directors, by resolution, may appoint a person to fill such a vacancy.

### **6.03 Terms**

The term of office shall be the same as the term of Director whom is elected to such office.

### **6.04 Seal and Records**

(i) The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation.

(ii) 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.

(iii) The corporate seal shall be kept at the Head Office of the Corporation.

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

## **ARTICLE 7 EXECUTIVE DIRECTOR**

### **6.01 Appointment**

The Board of Directors appoint an Executive Director and delegate to that person full power to manage and direct the business and affairs of the organization.

## **ARTICLE 8 MEMBERSHIP**

**8.01** Subject to the articles, there shall be one class of members of the Corporation. Membership in the corporation shall be available to individuals who are residents of The Hospice Hub service and catchment area and who are interested in furthering the objective corporation. The term of membership is one year. Each member shall be entitled to receive notice of, attend and vote at all general meetings of the members of the Corporation

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership.

## **9.0 ANNUAL GENERAL MEETING**

The Directors shall call an annual meeting of members to be held in each year not later than fifteen (15) months after the last proceeding annual meeting of members but not later than six (6) months after the end of corporations proceeding financial year.

The annual general meeting of the members shall be held for the purpose of:

- hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- election of such Directors as are to be elected at such annual meeting;
- appointing the auditor and fixing or authorizing the Board to fix his or her remuneration; and
- the transaction of any other business properly brought before the meeting.

The following persons shall be entitled to notice of and to attend the annual meeting of members:

- Directors of the corporation
- Members of the corporation
- Public Accountant of the Corporation (Auditor)
- Such other invitees of members as determined by the Board of Directors of the Corporation.

Notice of members meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting as follows:

- By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held,
- By mail, courier or personal delivery 21 to 60 days before the day on which the meeting is held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **10.0 General Meetings**

Other Meetings of the Members may be convened by order of the Chair or Vice-Chair or by the Board of Directors at any date and time. The Board of Directors shall call a General Meeting of Members upon written request of not less than 10 days.

### **10.01 Chairperson of the Meeting**

In the event the Chair is absent and there is no Vice-Chair present, the persons who are present and entitled to vote shall choose another Director as Chairperson of the Meeting, and if no Director is present or if all Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one of their number to act as Chairperson.

### **10.02 Votes**

Every question submitted to any Meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chairperson of the Meeting shall both, by a show of hands and a poll, have a second or casting vote in addition to any vote or votes to which the Chairperson may be otherwise

entitled. At any Meeting, a declaration by the Chairperson of the Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

### **10.03 Proxies**

Every Member entitled to vote at meeting of members may by means of a proxy appoint a person as his\her nominee to attend and act at the meeting in the manner and to the extent and with the power conferred by the proxy; provided that no person may carry more than five (5) proxies to any meeting of members. A proxy shall be in writing, shall be executed by the member entitled to vote, and ceases to be valid 365 days from its date. Subject to the requirements of the *Corporations Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe by resolution.

## **ARTICLE 11 COMMITTEES**

### **11.01 Board Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

- All other Committees of the Board shall be prescribed or confirmed by the Board of Directors.
- Subject to the direction of the Board of Directors, Committees may meet for the transaction of business, monitoring, and regulating the Committees and programs as they see fit.

### **11.02 Ad Hoc Committees**

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated as determined by the Board.

## **ARTICLE 12 BANKING ARRANGEMENTS**

**12.01** The Treasurer or Executive Director and either the Chair or Vice-Chair or any other person who shall be appointed by the Board of Directors, provided that there are always two signatories, shall be authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, and to have the following power and authority, subject to the monetary limit from time to time established by the Board.

## **ARTICLE 13 AUDITOR**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor.

## **ARTICLE 14 FINANCIAL YEAR**

The financial year of the Corporation shall terminate on March 31 in each year or such other date as the Board may from time to time by resolution determine.

## **ARTICLE 15 OMISSION AND ERRORS**



The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceedings taken thereat.

**ARTICLE 16 BY-LAWS AND AMENDMENTS, ETC.**

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

**ARTICLE 17 REPEAL OF PRIOR BY-LAWS**

All prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed. Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

**ARTICLE 18 EFFECTIVE DATE**

This by-law shall come into force without further formality upon its enactment.

Passed by 50% plus one (1) the members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Chairperson of Board of the Corporation this:

Date: \_\_\_\_\_

Signed by: \_\_\_\_\_

Chairperson's  
Name: \_\_\_\_\_