

Saskatchewan Hospice Palliative Care Association Inc.



Bylaws Governing the Association

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WHEREAS the Saskatchewan Hospice Palliative Care Association Inc. was incorporated under the Non-Profit Corporations Act on 8 October 1991;

AND WHEREAS the Association is empowered under the Act to make Bylaws;

NOW THEREFORE the Association Bylaws are as follows:

ARTICLE I - NAME

The organization shall be known as the Saskatchewan Hospice Palliative Care Association Inc., hereinafter referred to as the Association. The official abbreviation of the name shall be SHPCA.

ARTICLE II – PURPOSE

The Association shall promote the philosophy and principles of Palliative Care that is a program of active, compassionate care that focuses on improving the quality of life for the dying person.

The Association is committed to educating and creating public awareness of the needs of the terminally ill thus enabling and empowering families and communities to recognize the values, needs and wishes of persons in all seasons of life.

The Association shall advocate that care for the dying person in a health care setting shall be delivered by an interdisciplinary team of trained caregivers to ensure that skilled and sensitive care that addresses individual, physical, psychosocial and spiritual needs is given to every dying person and his/her family.

The Association solicits, receives and disburses funds for its activities.

ARTICLE III - MEMBERSHIP

- 3.1 Membership is conferred to any individual or Affiliate member that supports the Purpose of our Association.
- 3.2 "Personal" members shall consist of individuals, professionals, volunteers, students and general public.
- 3.3 "Honorary" members shall be designated by the Board. These members shall be exempt from payment of membership fees.
- 3.4 "Affiliate" members shall consist of:
- a) organizations interested in supporting hospice palliative care but not actively involved in its delivery; or
 - b) be a hospice palliative care program that is actively engaged in the delivery of hospice palliative care.
- 3.5 Any person who aspires to be a personal member or any organization or group that wishes to become an Affiliate member must complete an application form and submit it with payment to the Association. Membership becomes effective once payment is received and is for a one year term from May 1 to April 30 of the following year.
- 3.6 Annual dues of membership shall be determined by the Board.
- 3.7 Membership shall cease:
- (i) if the member has not renewed the membership and paid the applicable annual fee prior to April 30;
 - (ii) if the member resigns by written notice to the Board; or
 - (iii) if the member no longer qualifies for membership in accordance with these By-laws.

ARTICLE IV – MEETINGS OF THE ASSOCIATION MEMBERSHIP

- 4.1 The Association shall hold an Annual Meeting once each calendar year.
- 4.2 The purpose of the Annual Meeting is to receive the reports of the President, the financial statements and Auditor's report, appoint the Auditor as well as elect Directors and conduct any necessary business of the Association.
- 4.3 Notice of time and place of the Annual Meeting shall be given to the Membership 30 days prior to the meeting through processes approved by the Board.
- 4.4 A Special Meeting of the Association may be held for such purpose as determined by resolution of the Board or at the documented and signed request of at least five (5) percent of the members eligible to vote.
 - 4.4.1 Notice of meetings for Special meetings must state the nature of the business with supporting information that allows members the opportunity to form a reasonable judgment of the business being conducted.
- 4.5 Any member of the Association may submit to the Association notice of any matter that the member proposes to raise and discuss at an Annual or Special meeting. This notice of proposal shall be included in the notice of meeting.
- 4.6 A Special Meeting of the membership requires at least 30 days notice to the membership in a fashion approved by the Board.
- 4.7 A majority of the members present at Annual or Special Meetings of the Membership shall constitute quorum.
- 4.8 The Association Membership shall be entitled to the following number of votes

at Annual or Special meetings:

Personal Members	1
Honorary Members	1
Affiliate Member	1

- 4.9 Members must be present at the Annual and/or Special meetings to vote.
- 4.10 Members shall vote by a show of hands.
- 4.11 Resolutions for consideration at the Annual and/or Special meetings must be submitted to the President by a member prior to the meeting. They may also be proposed at the meeting in accordance with the process established by the Board prior to these meetings.

ARTICLE V - BOARD OF DIRECTORS

- 5.1 The business and the affairs of the Association shall be managed by the Board of not more than fourteen (14) Directors composed of:
- (i) 13 individual members elected from the membership by the members;
 - (ii) an immediate Past President who is a non-elected Director. (amended May 25, 2017)
- 5.2 Nominations for position of Director shall be made by the Nominating Committee at the Annual Meeting. In addition to the nominations put forward by the Committee, nominations may be made from the floor. The Nominating committee and membership should endeavour to ensure that the Board is composed of a multidisciplinary skilled set of individuals who can contribute to the diverse needs of the Association.
- 5.3 The required number of Directors shall be elected by the members at the Annual Meeting of the Association.

- 5.4 When an election is necessary to determine Directors, the election shall be decided by secret ballot. In the case of an equality of votes the Chairperson of the Nominating Committee shall have a second or casting vote in addition to the vote to which the Chairperson is entitled as a member. A declaration by the Chairperson of the Nominating Committee that a person has been elected shall be conclusive evidence of that fact.
- 5.5 The Nominating Committee or their designate shall act as scrutineer. The candidates receiving the largest number of votes will be declared elected.
- 5.6 Directors shall hold office for a term of three (3) years, with the exception of Article 7.7.
- 5.7 The term of office of each Director shall commence immediately following the Annual Meeting. Each Director may serve no more than two (2) consecutive terms (six years) and is eligible for re-election following an interval of one (1) year.
- 5.8 The office of a Director shall be vacated if the Director:
- (i) submits a written notice to the Chairperson that he or she has resigned;
 - (ii) misses two regular meetings of the Board in any 12 month period without just cause;
 - (iii) has been removed from the Board subject to 5.9.
- 5.9 Any Director shall be subject to removal by a resolution passed by a majority of votes at a scheduled meeting of the Board.
- 5.10 Any vacancy occurring during the year from the Board shall be filled by the Board of Directors. 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. A partial term of one (1) year or less is not considered in reckoning consecutive terms.

- 5.11 Meetings of the Board of Directors may be held wherever and whenever the Board determines. The President or any two Directors may at any time instruct the Secretary to convene a meeting of the Board.
- 5.12 Reasonable notice of any and every meeting of the Board shall be given to the Directors, provided always those such meetings may be held at any time without formal notice if all the Directors are present. Non-receipt of notice by any Director shall not invalidate the proceedings of the meeting so long as such notice was sent to the Director. Any Director may at any time waive notice for any Board meeting and may ratify and approve of any or all proceedings taken at the meeting.
- 5.13 A majority of the elected Directors shall constitute quorum for the transaction of business at a Board of Directors meeting. Questions arising at any meeting of Directors shall be decided by a majority of votes cast. Only when the votes are equal, but not otherwise, shall the Chairperson exercise his/her vote. Less than a quorum of Directors shall have the power to adjourn the meeting until a quorum can be present.
- 5.14 The Board shall be the executive body of the Association and shall have full authority to act on behalf of the Association in all matters related to the conduct of its affairs, subject to the limitations of the policies of the Association and such other conditions as may be herein specifically be provided.
- 5.15 The Board shall meet for the conduct of business at least four times a year and may regulate the appointment of an Executive Director, conditions of employment, duties and remuneration of a staff member(s), the collection and disbursement of Association funds, the Association's operating budget and such

other matters as it may deem necessary or desirable for the advancement of the Mission of the Association or for the management of its affairs.

- 5.16 The business of the Association shall be carried on without financial gain to its members and Directors. Any profits of the Association shall be used to promote its Mission and objectives.
- 5.17 No Director of the Association shall be liable or answerable for any debt, liability, or obligation of the Board or of the Association or in respect of any act or omission of the Board or of the Association, its Directors, Officers, members, employees, servants or agents, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Director's respective office or trust.
- 5.18 Every Director, Officer, member or employee of the Board or of the Association or any other person who has undertaken any liability on behalf of the Board or of the Association shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
- (i) All costs, charges, or expenses whatsoever which such Directors, Officers, members, employees or other persons sustain or incur in or about any action, suit, or proceeding which is brought, commenced or prosecuted against them for or in respect of any of the duties or their office except such costs, charges or expenses as are occasioned by their own wilful neglect or default;
 - (ii) All costs, charges, or expenses which they sustain or incur in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE VI – COMMITTEES AND PROJECT CHARTERS OF THE BOARD

- 6.1 There shall be an Executive Committee composed of the Officers of the Association.
- 6.2 The Executive Committee shall:
- (i) transact all business of the Board between Board meetings subject to such restrictions as may be established by the Board;
 - (ii) exercise the full powers of the Board in all matters of emergency;
 - (iii) study, advise and make recommendations to the Board on any matter as directed by the Board;
 - (iv) shall report all action taken at the next Board meeting.
- 6.3 The Board shall annually review all committees and project charters and continue, discontinue, and constitute such committees or project charters as they may determine to facilitate the affairs of the Association.
- 6.4 The Board shall appoint the Chairpersons of all Committees and Project Charters, their terms of reference and membership.
- 6.5 The President shall be an ex-officio of each Committee or Project Charter.
- 6.6 Committees or Project Charters may meet for the transaction of business, adjourn, and otherwise regulate their meetings as they see fit, provided however, that a majority of the members of each such Committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a Committee shall be decided by a majority of votes of those present at the meeting. Only when the votes are equal, not otherwise, shall the

Chairperson of the Committee or Project Charter exercise his/her vote.

- 6.7 The Committees and Project Charters shall perform such duties and have such responsibilities as the Board may from time to time assign them within the subject area as indicated by their respective terms of reference, and every Committee and Project Charter member shall serve without remuneration therefore, and shall be subject to removal by resolution of the Board.

ARTICLE VII - OFFICERS

- 7.1 The Officers of the Association shall consist of President, Vice-President, Secretary, Treasurer and Past-President. At the discretion of the board, the offices of Secretary and Treasurer may be combined to become Secretary-Treasurer.
- 7.2 The Board shall, at its first meeting following the Annual meeting, elect from the Directors a President, Vice President, Secretary and Treasurer.
- 7.3 The election of the President, Vice-President, Secretary and Treasurer shall be made by ballot, unless such Officers are elected by acclamation.
- 7.4 The President, Vice-President, Secretary and Treasurer shall be the signing officers for all financial matters of the Association
- 7.5 The term of office for the Officers of the Association shall be *two (2) years with the option of a three (3) year term*. A Director does not have a limit to the number of years they can serve as an Officer except as outlined in Article 5.7.
[Amended May 29, 2019]
- 7.6 So long as a quorum of Directors remains in office, any vacancy among the Officers of the Board may be filled by such Directors as remain in office, except that the Vice-President shall automatically become President in the event of the death, resignation, or incapacity of the President.

- 7.7 Any Director elected pursuant to Article 7.5, to fill a vacancy among the Officers of the Board shall hold office for the remainder of the unexpired term of the vacating Officer.
- 7.8 The President shall possess and may exercise such powers and shall perform such duties as may from time to time be assigned by the Board, and without limitations, the President shall preside at all meetings of the Membership, the Board, and the Executive Committee; shall appoint the Nominating Committee; shall be a member ex-officio of all Committees and/or Project Charters of the Board; shall sign all documents requiring the signature of the President; and report to each Annual Meeting the activities of the Association.
- 7.9 The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of the President and shall assist and may exercise such other powers and perform such other duties as may from time to time be assigned by the Board.
- 7.10 The Secretary shall ensure that:
- (i) proper notices are given for meetings;
 - (ii) minutes and records of meetings are kept;
 - (iii) books, records, contracts and documents belonging to the Association are kept in safe custody;
 - (vii) names of the Officers and of the Board of Directors is forwarded to the Canadian Hospice Palliative Care Association and other appropriate organizations or agencies immediately following elections;
 - (viii) Other duties as may be determined by the Board of Directors.

7.11 The Treasurer shall ensure that:

- (i) a full and accurate account of receipts and disbursements of the Association are kept;
- (ii) regular accounts of the financial transactions of the Association are provided to the Executive Committee, the Board and auditors;
- (iii) a true and proper list of the paid-up members is maintained;
- (v) Other duties as may be determined by the Board of Directors.

7.12 In the event that the Association employs an Executive Director, this person would:

- (i) be the Chief Executive Officer of the Association and function as per the Position Description determined by the Board;
- (ii) not be a Director of the Board;
- (iii) be a non-voting member of all committees or project charters of the Association;
- (iv) administer the business and affairs of the Association in accordance with applicable legislation, constituting documents and the By-laws;
- (v) perform such duties as the Board may from time to time request;
- (vi) be subject to the authority and direction of the Executive Committee during the intervals between Board meetings;

(vii) keep custody of the Corporate Seal.

7.13 In case of the absence or the inability to act of any Officer of the Association, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any other Director for the time being.

7.14 Officers elected by the Board may be removed from office at any time by resolution of the Board.

ARTICLE VIII - CONFLICTS OF INTEREST

8.1 A Director who has a financial or personal interest on any matter shall declare the details of such interest and abstain from the discussion and vote on such matter.

8.2 The Auditor for the Association shall not be eligible for membership on the Board but may attend Board Meetings at the request of the Board.

8.3 No information concerning the Association shall be divulged by a Board Member or any Employee of the Association except at the direction of the Board or in pursuance of Association duties.

ARTICLE IX - RULES OF ORDER

9.1 Any questions of procedure at or for any Meeting of the Board or of a Committee or Project Charter which have not been provided for in these Bylaws shall be determined by the Chairperson of the meeting in accordance with Roberts Rules of Order.

ARTICLE X - EXECUTION OF INSTRUMENTS

- 10.1 Contracts, documents, or any other instruments in writing requiring execution by the Association may be executed by the Association under its common seal and the hands of the President or the Vice-president and any other Director or such other Officer as the Board may from time to time appoint either to sign writings generally or to sign specific contracts, documents, and instruments in writing and all such contracts, documents, and instruments in writing so executed shall be binding upon the Association without further authorization of formality.
- 10.2 The Board may from time to time by resolution appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contract documents or instruments, agreements, release, receipts, and discharges for the payment of money or other obligations.

ARTICLE XI - MISCELLANEOUS MATTERS

- 11.1 The fiscal year shall terminate on December 31 of each year.
- 11.2 No Director shall receive remuneration from the Association for services but a Director may be reimbursed for reasonable expenses incurred in the performance of Association duties.
- 11.3 The Board by resolution may authorize the reimbursement of reasonable expenses incurred by any person in the performance of duties undertaken at the Board's request.
- 11.4 The seal of the Association shall be in such form as adopted by the Board of Directors and shall remain in custody of the Association.
- 11.5 The Association shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees

having any of the authority of the Board. The books, records and papers of the Association shall be at all times, during reasonable business hours, subject to inspection by any director. The articles of incorporation and the bylaws of the Association shall be available for inspection by any member upon reasonable notice at their cost.

ARTICLE XII - AMENDMENTS

- 12.1 Notice to amend the Bylaws by a Director must be presented in writing at a regular meeting of the Board. The Board shall review the proposed amendments before determining whether they will be presented to the Annual Meeting for consideration.
- 12.2 Any Association member may propose amendments to the Bylaws by submitting them to the Board. The Board shall review the proposed amendments before determining whether they will be presented to the Annual Meeting for consideration. The Board will advise the member of its decision.
- 12.3 Any changes to the Bylaws requires a notice of motion to be submitted at the Annual and/or special meeting of the members.
- 12.4 These Bylaws may only be amended or repealed by a resolution of two-thirds (2/3) majority of votes cast at a meeting of the Membership. These Bylaws and any amendment or repeal thereof shall become effective when necessary approvals have been obtained.
- 12.5 A Notice of Motion to amend the Bylaws should be submitted to all members not less than 14 calendar days prior to the Annual Meeting with the opportunity for the membership to request a complete copy of the amendments.

ARTICLE XIII - DEFINITIONS

For these Bylaws:

13.1 "Association" means the Saskatchewan Hospice Palliative Care Association Inc.

13.2 "Board" means the Board of Directors of the Association.

13.3 "Director: means a member of the Board.

13.4 "Fiscal Year" shall be January 1 to December 31.

ARTICLE XIV - HEAD OFFICE OF THE CORPORATION

14.1 The Head Office or the principle office of the Association shall be in the Province of Saskatchewan.

ARTICLE XV - DISSOLUTION

15.1 In the event of dissolution of the Saskatchewan Hospice Palliative Care Association Inc, all remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada as may be decided by the Board of Directors.

ARTICLE XVI - INTERPRETATION

16.1 Whenever reference is made in any such Bylaw or resolution to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof as the case may be.

16.2 In the event of any uncertainty as to the interpretation of any provision of the Bylaws, the decision thereon of the Board of Directors of the Association shall be final.

President

Vice-President