



**REGIONAL HOSPICE OF QUINTÉ INC.  
BY-LAWS**

*APPROVED JUNE 2020*

## **TABLE OF CONTENTS**

SECTION 1 - DESCRIPTIONS.....	2
SECTION 2 - FORMALITIES .....	2
SECTION 3 - MEMBERS OF THE CORPORATION .....	2
SECTION 4 - BOARD GOVERNANCE.....	3
SECTION 5 - DUTIES AND RESPONSIBILITIES OF DIRECTORS.....	7

## SECTION 1 – DESCRIPTIONS

### *1.1 Jurisdiction*

- The jurisdiction of the Corporation is in the City of Quinte West, City of Belleville, Town of Deseronto, Tyendinaga Township, and Tyendinaga Mohawk Territory.

### *1.2 Name*

- The name of the Corporation shall be The Regional Hospice of Quinte Incorporated (hereinafter called “Hospice Quinte”).

## SECTION 2 - FORMALITIES

### *2.1 Head Office*

- The head office of the Corporation shall be in the Province of Ontario within the Region known as Quinte.
- The Directors may decide where the head office is to be located.

### *2.2 Indemnity of the Corporation’s Volunteers and Directors*

- The Regional Hospice of Quinte Inc. shall carry liability insurance to protect Volunteers and Directors, against claims arising out of the operation of the Corporation.

### *2.3 Asset Allocation*

- Upon the dissolution of the Corporation and after payment of all debts and liabilities, the remaining assets of the Corporation shall be distributed or disposed of to charitable organizations.

## SECTION 3 - MEMBERS OF THE CORPORATION

### *3.1 Membership*

- An individual must be a member of the Corporation in order to vote at general meetings, at the AGM and to serve on the Board of Directors.
- The members of the corporation shall take due and reasonable care in making decisions for the Corporation and shall act in the best interests of and in accordance with the Mission of the Corporation.

### *3.2 Who May Be a Member*

- Members must have attained the Ontario Age of Majority and reside within the jurisdiction served by the Corporation.
- Members must have paid the membership fee set by the Corporation for the current calendar year or have had the fee waived.
- The Secretary shall make known to each member, the individual’s standing in regards to membership and voting privileges.
- Memberships are not transferable. The interest of a member in the Corporation ceases upon his or her death, resignation, or otherwise, in accordance with the by-laws of the Corporation.

### *3.3 Voting Rights of Members*

- Every member has only one vote at the Annual General Meeting (AGM) to elect the Board of Directors.
- Passage of Motions at all membership meetings require an affirmative vote by a 60% majority of members present.
- Members may vote either in person or by proxy, provided that no member may hold more than two (2) proxies.
- Members will vote at the Annual General Meeting to establish approval of:
  - the Annual Audited Financial Statements of the Corporation as presented by the Board Treasurer or delegate,
  - the auditor for the following year as recommended by the Board Treasurer or delegate,
  - proposed amendments to these by-laws as recommended by the Chair supported by a formal Motion passed prior to the AGM by the Board of Directors

### *3.4 Membership Dues*

- The Board of Directors will establish the annual membership dues for the next calendar year on or before the Annual General Meeting and inform the members at the AGM.
- Membership dues may be waived at the discretion of the Corporation.
- A membership lapses on non-payment of annual dues. No notice is required.

## **SECTION 4 – BOARD GOVERNANCE**

### *4.1 Powers of the Board*

- The Board of Directors may administer and run the Corporation's business in all respects and may enter into contracts on behalf of the Corporation and do any other acts authorized by its Letters Patent or the Core By-Laws.

### *4.2 Policies and Procedures*

- The Board of Directors shall ensure that Policies and Procedures are developed for the effective operation of the Corporation in compliance with the Letters Patent and with the laws and regulations of Canada and the Province of Ontario.

### *4.3 Who May Be a Director*

- Any member may stand for election as a Director.
- A Director who ceases to be a member, ceases to be a Director.
- A Director cannot be an employee of the Corporation.
- A Director shall not be an undischarged bankrupt.
- An employee of Hospice Quinte must have ceased being an employee of Hospice Quinte for 12 months or more before being eligible to be a Director.

### *4.4 Number and Quorum of Directors*

- The Board consists of a maximum of twelve (12) Directors, including the President, Vice President, Secretary, and Treasurer.
- A quorum of the Board consists of one half of all current Directors plus one.

#### *4.5 Election of Board*

- Members shall elect the Directors for the next year, at each Annual General Meeting (AGM).
- The election shall be by those members present who are eligible to vote.
- A Director is eligible for re-election if he or she remains qualified.
- A Director holds office for two years.
- A Director may only serve a maximum of three consecutive terms or six years. In such a case, a member may again stand for re-election after a minimum absence of one (1) year.

#### *4.6 Liability of Directors*

- No Director shall be liable for the act or omission of any other Director.
- The Corporation shall indemnify and save harmless the Board of Directors and the Directors individually from and against any loss, expense, claim, demand, action or thing of any nature whatsoever, including any amount paid to settle an action or to satisfy a judgment, arising out of the performance or purported performance of their duties or responsibilities herein except that this indemnity shall not, in any way, extend so as to protect any Director with respect to any matter or thing arising out of his or her own dishonesty, bad faith or willful misconduct.

#### *4.7 Censure of Director*

The Board may suspend any Director until the next general meeting of the members. Grounds for suspension may be any actions that are deemed detrimental to the purposes of the Corporation (for example but not limited to - Breach of Confidentiality).

- A Director under suspension may not take part in any of the Corporation's activities until the next general meeting of the members. The members may then vote either to reinstate that Director under suspension to full standing, or to revoke the Director's membership.
- At this next general meeting the Director under suspension shall have the right to present a defence. The Corporation shall also have the right to state its case.

#### *4.8 Resignation of Director*

- To resign, a Director must give written notice of the resignation to the President of the Corporation.
- The Board shall accept the Director's resignation at the next Board meeting following receipt of the notice, within the recorded minutes of the meeting.
- Non-payment of annual dues constitutes a deemed resignation and does not require Board acceptance.
- A person who has resigned his or her Directorship or has had it revoked-continues to be liable to the Corporation for any outstanding dues or other debts owed to the Corporation during their term as a Director.

#### *4.9 Meetings of the Board of Directors*

- Attendance at Meetings
  - Directors who physically are unable to attend a meeting may make arrangements with the President to attend the meeting by electronic means.
  - Electronic attendance will be considered equivalent to physical attendance.
  - The Secretary shall record the time and manner of giving notice in the Corporation's books.

- Meetings of the Board of Directors are open to the public other than sessions taking place “in camera”.
- Quorum Needed
  - The Board shall transact the business of the Corporation at meetings where a quorum of Directors is present. A quorum consists of 50% PLUS one of Directors.
- Place of Meetings
  - The Board may hold its meetings where it wishes, provided the meetings are always held in Ontario.
- Regular Meetings
  - The Board will meet for a minimum of six (6) Meetings per year in addition to the Annual General Meeting.
  - Regular meetings shall be scheduled at times acceptable to the majority of the Directors.
- Special Meetings
  - Special meetings of the Board may be called by the President, the Vice President, the Secretary, or the Treasurer on the request of any two (2) Directors.
  - Notice of such a meeting shall be communicated to each Director personally or by telephone, e-mail, facsimile, or hand delivery, at least one day before a meeting in person or by regular post, provided that the notice is posted at least four (4) days before the proposed meeting.
- Extra Meetings
  - The Directors may hold a meeting immediately after the AGM of the Corporation without having to give formal notice.

#### *4.10 Voting*

- A simple majority of votes cast suffices to pass most motions excluding Board Membership before the Directors. Voting shall be by show of hands, or by ballot if requested by a Director.
- Directors who are unable to attend a meeting may cast a proxy vote on an issue through another Director, provided that the absent Director has been fully informed of the issue to be voted on, and is casting a vote on a motion related to the issue. No Director shall hold more than two (2) proxies.
- In the event of a tie vote, the President (or designate) may break the tie by casting the deciding vote.

#### *4.11 Resolutions*

- The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast.
- The President shall count the votes on a resolution and declare it carried or defeated.
- The Secretary shall keep an accurate record of the minutes including all resolutions passed, although a record of the votes for and against is not required. A Director may request a recorded vote.
- A declaration by the President that a resolution has passed and is recorded in the minutes, shall serve as evidence that the resolution has been passed.

#### *4.12 Remuneration of Directors*

- The Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position.
- A Director may be paid reasonable expenses incurred by him or her in performance of his or her duties.

#### *4.13 Vacancies*

- As long as a quorum of Directors who were elected at the AGM exists, those Directors may appoint from the qualified members of the Corporation, persons to fill any or all of the vacancies until the next AGM. Any vacancies not so filled shall be filled at the next AGM.
- Any appointed Directors must stand for election at the next AGM.
- If there is no quorum of Directors who were elected at the AGM, then the remaining Directors must call a general meeting as soon as possible to fill the vacancies by election. If there are no elected Directors left in office, or the remaining Directors fail or refuse to call such a general meeting, any member may call a general meeting.

#### *4.14 Removal of Directors*

- The members may remove a Director by a two-thirds majority of votes cast at a general meeting and may elect by a simple majority a new Director to replace the Director removed.
- Reasons for removal may be failure to abide by the requirements of the Letters Patent and/or the By-Laws of the Corporation or other actions deemed detrimental to the well-being of the Corporation.
- Notice must be given to the members before the general meeting of intention to remove a Director.
- A Director who is absent for three (3) consecutive meetings is deemed to have resigned as a Director unless he or she has a valid reason acceptable to a majority of the other Directors.
- A Director may resign by giving written notice to the President.
- A Director must provide or return, at the time of resignation or removal, all materials or correspondence pertaining to the Corporation.
- A Director may be asked to resign by a two-thirds majority of votes cast by the full Board of Directors - present at a meeting.

#### *4.15 Confidentiality and Conflict of Interest*

- Directors are obligated to maintain strict confidentiality of client and employee matters. An Oath of Office and Confidentiality must be signed by Directors at the first board meeting after the AGM.
- A Director must declare a conflict of interest on any matter being discussed where such a conflict exists, and may not participate in discussions or vote on resolutions related to that issue.
- A Director will not be allowed to vote on matters that constitute a conflict of interest.

#### *4.16 Committees of the Board*

- The Board shall establish Committees in specific areas to research issues and to make recommendations to the Board.

#### *4.17 Executive of the Board*

- The Executive of the Board shall consist of the President, the Vice President, the Secretary and the Treasurer.
- Members of the Executive may also be known as Officers of the Corporation.
- The Executive shall be elected by Board Directors at the first meeting of the Board.
- A Director is eligible for the position of President provided he/she has served on the Board for a period of at least one (1) year.
- A Director may only serve in any Executive Office for a maximum of three years.

#### 4.18 *Signing Authority*

- The Board of Directors shall formally appoint all Officers of the Board as individuals with signing authority of the corporation on an annual basis.
- Additional individuals such as the Executive Director may also be included on the list of authorized signing authorities for Hospice Quinte.
- A current list of authorized individuals with signing authority will be provided to the Corporation's financial institutions with a list of names, titles and signatures of those individuals who have signing authority.
- All Hospice Quinte financial transactions and legal agreements shall bear at least two authorized officers' signatures.

#### 4.19 *Fiscal Year*

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

## **SECTION 5 – DUTIES AND RESPONSIBILITIES OF DIRECTORS**

### 5.1 *General Responsibilities*

- Board Directors help develop and set the long term goals, priorities and strategies for the Corporation.
- They aid in creating or updating the Vision and Mission statements, in monitoring the Corporation's programs and services, in approving the Corporation's Strategic Plan and Annual Budget.
- Board Directors also aid in documenting policies and decisions to help create an organizational memory.
- Board Directors shall take due and reasonable care in making decisions for the Corporation and shall act in the best interest of and in accordance with the Mission of the Corporation.
- It is incumbent on Board Directors to ensure they are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct Board business effectively, efficiently and are accountable for their performance.

### 5.2 *Accountability*

- Board Directors are accountable to Members, funders, Federal, Provincial and Municipal governments and to the Corporation's clients.

### 5.3 *Specific Duties*

- Meetings
  - Board Directors shall attend all Board, General and specific membership meetings.
  - Board Directors shall prepare for Board meetings by reading and studying supplied background material on issues. Similarly, it is incumbent on Directors to supply such material when required, in a timely manner prior to Board meetings. Board Directors research and discuss issues before making decisions.
  - It is incumbent on Board Directors to conduct themselves at Board meetings according to accepted rules of order so as to encourage all members to participate in discussion and to arrive at decisions in an orderly, timely and democratic manner.



- Board Directors shall declare any conflict of interest they may have in respect of Corporation contracts or transactions and reclude themselves from participation in discussions and voting on such issues.
- Board Committees
  - Board Directors may serve, or request to serve, on Committees as required.
- Board-Staff Relations
  - Board Directors may be requested to meet regularly with the Executive Director.
  - They may also be requested to participate in performance reviews of the Executive Director and to participate in the hiring of the Executive Director.
- Community Relations
  - Board Directors serve as public figures for the Corporation. As such, they advocate on behalf of the Corporation in their contacts with the community and ensure their own behaviour helps maintain positive and productive relationships with media, funders, donors and other Corporations.
- Board Development
  - Board Directors may be requested to aid with recruiting new Directors, as well as training, and evaluating all Directors.
- Fundraising
  - Board Directors may be requested to aid in reaching fundraising targets by donating directly and/or by soliciting donations from others.
- Other
  - Board Directors work with and provide support to the Executive. They approve the annual budget, annual report, major contracts and grants. Board Directors solicit, monitor and review program evaluations. They may be requested to participate in special projects on behalf of the Corporation.