

HOSPICE OF GREATER SAINT JOHN, INC. CONSTITUTION & BY-LAWS

June 2009

BY-LAW 1 NAME

The name of the Company shall be Hospice of Greater Saint John, Inc.

BY-LAW 2 PURPOSE AND OBJECTIVES

2.1 The purpose of the Company shall be to provide quality, comprehensive hospice palliative care services in keeping with current national standards to people and families who are dealing with a progressive palliative illness, caregiving and grief.

BY-LAW 3 HEAD OFFICE AND GEOGRAPHICAL BOUNDARIES

3.1 The head office of the Company shall be in the City of Saint John in the Province of New Brunswick.

3.2 The Company shall serve the community of greater Saint John.

BY-LAW 4 SEAL AND RECORDS

4.1 The corporate seal of the Company shall have inscribed thereon the name of the Company and the year of its incorporation.

4.2 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 By-Laws.

4.3 The corporate seal shall be kept at the Head Office of the Company.

4.4 Official Company records including minutes and financial records shall be maintained and kept at the Head Office of the Company.

BY-LAW 5 MEMBERSHIP

5.1 Subject to the provisions of the Letters Patent incorporating the Company, the members of the Company shall consist of the incorporators and such other persons as shall become and be registered members in accordance with the provisions of the By-Laws of the Company.

5.2 The voting membership of the Company shall consist of individuals who express an interest in the objects and purposes of the Company, apply for membership by completing the appropriate form and are accepted as voting members by the Board of Directors.

There shall be two classes of voting membership: active and honorary lifetime members.

a) Active Members are individuals who:

- Subscribe to the Company's constitution and By-laws;
- Have registered with the Company by completing the appropriate form;
- Have been ratified by the Board of Directors; and,
- Actively support and contribute to the Company on an annual basis.

b) Honorary Lifetime Members are individuals who have made an outstanding contribution to the Company or to hospice palliative care services in New Brunswick and have been formally approved by the Board of Directors.

5.3 Voting membership is non-transferable.

5.4 Voting members must comply with Company's Constitution & By-Laws and Policies & Procedures; Rules of Order governing the conduct of meetings; and, Government regulations.

5.5 Voting members are entitled to receive notice of, to attend, to be heard and to vote at all annual general meetings of the Company.

5.6 Individuals may cease to be a voting member of the Company upon:

- Delivery of a written resignation or notice of withdrawal from membership;
- Death;
- Termination;
- Having been an inactive or non-contributing member for one (1) full year.

5.7 The membership of any voting member of the Company may be terminated by two-thirds majority resolution of the Board of Directors at the meeting considering such resolution.

5.8 The non-voting membership of the Company shall consist of individuals, firms, companies and associations who by association have expressed an interest in the objects and purposes of the Company.

5.9 Non-voting members shall be eligible to receive information on the Company and attend and participate in the Annual General Meeting of the Company without voting privileges.

5.10 A company registry shall be maintained at the Head Office of the Company.

BY-LAW 6 MEETINGS OF MEMBERS

Annual General Meetings

6.1 The Annual General Meeting of the Company shall be held no later than four (4) months after the end of the fiscal year at the Head Office or a location approved by the Board of Directors.

6.2 At each Annual General Meeting, the members shall:

- Receive reports of officers and committees;
- Receive presentation of financial reports;
- Appoint auditors;
- Elect directors;
- Carry on such other business as may be determined by the Board of Directors.

Special or General Meetings

6.3 Other meetings of the members, whether special or general, may be convened at any time at the Head Office of the Company or elsewhere by order of the Chairperson, or the Vice-Chairperson in the absence of the Chairperson or the Board. A requisition for a special meeting shall be in writing and specify the purpose(s) for which such meeting is required and be signed by the person or persons requesting the meeting. A notice of special meeting of members shall state in general terms the purpose(s) of such meeting.

Notice of Meetings

6.4 No public notice or advertisement of meetings of the members, annual or special, shall be required, but written notice of the Annual General Meeting and special meetings shall be sent to the voting members at least seven (7) days prior to the date fixed for the meeting.

Quorum

6.5 A quorum is 10% of members of the company present. If less than a quorum shall be in attendance at the time for which any meeting of the members shall have been called, the meeting may, after the lapse of fifteen (15) minutes from the time appointed for holding the meeting, be adjourned by the members present for a period not exceeding one month at any time without any notice other than by announcement made until a quorum shall attend.

Voting

6.6 Each member must vote personally and may not vote by proxy. Each member may have one vote and no more.

BY-LAW 7 BOARD OF DIRECTORS

7.1 Numbers and Powers

The affairs of the Company shall be governed by the Board of Directors, consisting of not more than nine (9) persons and not less than five (5) persons, who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by statute or the By-Laws or any special resolution of the Company expressly directed or required to be done by the Company at the Annual General Meeting of members.

7.2 Role

The role of the Board of Directors is to provide governance and overall policy direction for the Company and to ensure its financial integrity, the fulfillment of its legal responsibilities, the pursuit of its objectives and the quality of its programs.

The Board is responsible to appoint the Chief Executive Officer (CEO)/Executive Director who shall serve as the chief administrative officer of the Company and shall be responsible to the Board for the general management and leadership of the Company's activities and business. The CEO/Executive Director shall sit as an ex-officio member of the Board of Directors and all committees of the Company.

All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such director or persons acting as aforesaid or that any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

The directors of the Company 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.

7.3 Qualifications

A director shall be:

- Nineteen or more years of age;
- A voting member in good standing of the Company;
- A resident of the greater Saint John area;
- Committed to the goals of the Corporation.

7.4 Nomination

Directors shall be nominated by a committee (the “Nominating Committee”) established by the Board for the purpose of selecting and recommending to the Board qualified individuals who wish to serve as directors of the Corporation.

In considering the qualifications of a prospective director, the Nominating Committee shall look for a person whose personality, profession, experience and skills will make a positive contribution to the Board and further the goals of the Corporation.

The Nominating Committee shall be responsible for developing criteria for screening prospective directors, establishing the slate of nominees for approval by the Board and presenting the approved slate of nominees at the Annual General Meeting.

The Board may fill a vacancy, however caused, on the recommendation of the Nominating Committee.

7.5 Election

The Nominating Committee shall present the Board approved slate of nominees for ratification by the members at the Annual General Meeting. There shall be no nominations from the floor allowed.

7.6 Terms of Office

A director shall hold office for a period of three years from the annual general meeting at which they are elected.

As far as possible, the terms of Board members shall be staggered so that approximately one-third of the members are eligible for re-election every year.

Upon the expiry of his or her term, a director is eligible for re-election or re-appointment for another term providing he/she is a voting member in good standing of the Company.

In the event that any director should die, resign or be removed from office, the vacancy may be filled by the remaining directors for the unexpired portion of such director’s term.

7.7 Honorary Board Members

The Board may, from time to time, appoint individual(s) as honorary Board members who are non-voting members and shall not have or 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 member(s) 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 Company.

Such honorary appointment(s) shall be without remuneration and without any direct or indirect profit from such position; provided that a honorary member may be paid reasonable, approved expenses incurred by him or her in the performance of any duties assigned to them by the Board.

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

7.8 Vacation of Office

A person ceases to be a director of the Company if he/she:

- Resigns from the Board in writing.

- Fails to diligently and faithfully carry out their duties as a director;
- Is incapable of carrying out any of their duties;
- Dies;
- Ceases to be a voting member of the Company;
- Is removed from office by resolution of at least two-thirds vote of the Board of Directors.

7.9 Removal of Directors

The Board may, by resolution passed by at least two-thirds 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 term of office.

7.10 Remuneration of Directors

The directors and officers of the Company 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 necessarily and reasonably incurred by the director while engaged in the affairs of the Company.

7.11 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 interest conflicts shall be recorded in the Board minutes.

7.12 Indemnification and Protection of Directors

Every director and officer of the Company and his/her heirs, executors and administrators and estate respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Company 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 office;
- All other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Directors acting in good faith shall not be held responsible or held liable for any loss or damage resulting from his/her action.

7.13 Meetings of Directors

The Board of Directors shall hold its regular meetings in the head office of the Company according to the monthly schedule to be set annually and approved by the Board of Directors, or at such other time or place as may be designated by the Board of Directors from time to time. A minimum of six (6) regular Board Meetings shall be held each fiscal year.

A Board of Directors' meeting shall be normally held, without notice, immediately following the AGM of the Company for the purpose of electing the officers of the Company and for such other business as may properly come before the meeting.

Other meetings of the Board of Directors may be called at the discretion of the Chair with appropriate notice given to all Board members.

7.14 Meeting Notice

Approved, regular monthly meetings require no notice. Notice of any special meetings shall be given at least two (2) days prior to the date fixed for the meeting.

7.15 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority.

If less than a quorum shall be in attendance at the time for which a meeting of the directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned by the directors present for a period not exceeding one month at any one time without any notice other than by announcement made until a quorum shall attend.

7.16 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes. Directors may vote only in person and each director shall have one vote only.

All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. All resolutions will be recorded in the official Board minutes.

BY-LAW 8: OFFICERS OF THE COMPANY

8.1 Officers

The officers of the Company shall be known as the Executive Committee and shall consist of:

- Chairperson;
- Past-Chairperson;
- Vice-Chairperson;
- Secretary;
- Treasurer;
- CEO/Executive Director (ex-officio).

All voting officers shall be active members of the Company and elected by the Board of Directors. Any two of the aforesaid offices may not be held by the same person.

8.2 Qualifications

An officer of the Company shall be:

- Highly committed to the goals of the Company;
- A member of the Board, preferably in their second or more year of service to the Board;
- Agreeable and capable of serving in a senior leadership capacity;
- In the case of the Treasurer, a qualified accountant.

8.3 Election and Term

The Nominating Committee shall be responsible for developing criteria for screening prospective officers and establishing the slate of nominees for approval by the Board.

In considering the qualifications of a prospective officer, the Nominating Committee shall look for an elected Board member whose personality, profession, experience and skills will make a positive contribution to the Executive Committee and further the goals of the Corporation.

An officer shall hold office for a period of two (2) years from the annual general meeting at which they are elected. Upon the expiry of his or her term, an officer is eligible for re-election or re-appointment for another term providing he/she is a voting member in good standing of the Company.

The Board may fill a vacancy, however caused, on the recommendation of the Nominating Committee.

8.4 Role

The Executive Committee shall be responsible to:

- Oversee the timely implementation of Board policies and adherence to all legal requirements;
- Provide leadership for the governance and strategic direction of the Company;
- Serve as the Nominating Committee, Finance Committee, Human Resources Committee, Strategic Planning Committee, Policy & By-Law Committee and AGM Committee unless the Board appoints a standing or ad-hoc committee to deal with one or more of these areas;
- Act on urgent matters between Board meetings.

8.5 Remuneration of Officers

The officers of the Company shall serve without remuneration and no officer shall directly or indirectly receive any profit from his/her position.

An officer may be reimbursed for approved, reasonable expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Company.

8.6 Conflicts

If an officer 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 conflicts of interest shall be recorded in the Board minutes.

8.7 Duties of Chairperson

The Chairperson shall be the chief executive officer of the Company and shall:

- Preside at meetings of the Board and the Company;
- Sign all instruments which require his/her signature;
- Provide leadership to the governance of the Company and ensure that its governance responsibilities are effectively addressed and governance policies (By-Laws) of the Company are followed;
- Guide the work of the Board and see that all orders and resolutions of the Board are carried into effect;
- Sit as an ex-officio member of all Board Committees and assist the Board and Committees to reach consensus on fundamental policy issues;
- Act as spokesperson and coordinate the presentation of the Company's position to the public and to other external public bodies, agencies and organizations;
- Submit an annual report of the business and affairs of the Company to the Board and the membership at the AGM;
- Support the work of the Executive Director;
- Have such powers and duties as may from time to time be assigned to him/her by the Board;
- Serve as Past Chairperson and in that capacity, act as chair of the Nominating Committee charged with recommending new members of the Board and the slate of Officers;

8.8 Duties of Vice Chairperson

The Vice Chairperson shall be vested with all powers and shall perform all the duties of the Chairperson in the absence or disability or refusal to act of the Chairperson.

The Vice Chairperson shall sign all instruments which require his/her signature and have such other powers and duties as may from time to time be assigned to him/her by the Board.

8.9 Duties of Past Chairperson

The Past Chairperson shall support the smooth transition of leadership to the newly elected Chairperson.

The Past Chairperson shall serve as the Chair of the Nominating Committee.

The Past Chairperson shall sign all instruments which require his/her signature and have such other powers and duties as may from time to time be assigned to him/her by the Board.

8.10 Duties of Secretary

The Secretary shall ensure that proper minutes and records are kept of all meetings of the executive, directors and members.

The Secretary shall ensure that a register of members is kept by the Company.

The Secretary shall sign all instruments which require his/her signature and have such other powers and duties as may from time to time be assigned to him/her by the Board.

8.11 Duties of Treasurer

The Treasurer shall ensure that appropriate financial management policies are in place to protect the interests of the Company and staff.

The Treasurer is responsible for the regular review of the Corporation's accounts and for reporting to the Board on the financial status of the Company as well as all financial transactions of the Company of relevance to the Board.

The Treasurer shall also present the annual budget to the Board for approval.

The Treasurer shall sign all instruments which require his/her signature and perform such duties in connection with the funds and securities of the Company as the directors may require.

8.12 Duties of Chief Executive Officer/Executive Director

The Executive Committee shall be responsible for screening and selecting a candidate for the position of Chief Executive Officer (CEO)/Executive Director for approval by the Board.

In considering the qualifications of a CEO/Executive Director, the Executive Committee shall look for a professional whose personality, background, experience and skills will make a positive contribution to the staff and Board and further the goals of the Corporation.

The CEO/Executive Director shall be the senior staff person and chief administrative officer of the Company and shall be responsible to the Board for the general management of the Company's activities and business. The CEO/Executive Director sits as an ex-officio member of the Executive Committee and Board of Directors.

The CEO/Executive Director is a member of all committees of the Board.

The CEO/Executive Director shall sign all instruments which require his/her signature.

In all matters affecting the Company, the CEO/Executive Director shall be deemed to be an agent of the Company acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

In addition to any other authority or duties conferred by the direction of the Board, the CEO/Executive Director shall provide leadership and exercise general and active supervision over:

- The selection, appointment, salary, supervision, evaluation, support and discharge of all employees, subject to ratification of same by the Board;
- Preparation of plans, budgets and reports;
- Program development and evaluation;
- Records management;
- Safe-keeping and good state of repair of all physical properties of the Company;
- 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, Board Committees and the Board;
- Supporting the work of Committees;
- Acting as spokesperson and coordinating the presentation of the Company's position to the public and to other external public bodies, agencies and organizations.
- Sound financial administration and organizational management.

During the absence or inability of the CEO/Executive Director, his/her duties and powers may be exercised by an Assistant CEO/ Director, or such other person as the Board may from time to time appoint for this purpose.

BY-LAW 9 COMMITTEES

9.1 Structure

The Board of Directors may from time to time as deemed necessary appoint standing and ad hoc committees and may prescribe their duties.

9.2 Any committee so appointed shall meet for the transaction of business, adjourn and otherwise regulate its meetings in accordance with the By-Laws, policies, mission and vision of Hospice and at the direction of the Board.

9.3 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.

9.4 Membership and Term

At least one Board member shall serve on each standing committee and/or chair the committee.

The Company Chairperson shall be an ex-officio member of all committees of the Company. The CEO/Executive Director shall be a member of all committees of the Company.

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

9.3 Duties of Committee Chairpersons

The Board and/or Committee shall name a chairperson to provide leadership to the Committee. The Committee Chairperson shall:

- Preside at all meetings of the Committee;
- Provide leadership in delivering on the Committee's mandate;
- Recruit Committee members;
- Guide and oversee the work of the Committee;
- Provide reports to the Board and membership.

9.4 Remuneration

No member of a committee of the Company shall receive any remuneration for their services as a member of the committee, but shall be entitled to approved, reasonable expenses necessarily and reasonably incurred while engaged in the affairs of the committee on behalf of the Company.

9.5 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 conflicts shall be recorded in the Committee minutes.

9.6 Meetings

The committee shall set regular meetings. Approved, regular monthly meetings require no notice. Notice of any special meetings shall be given at least two (2) days prior to the date fixed for the meeting.

9.7 Quorum

Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum.

9.8 Voting

Questions arising at any meeting of a committee shall be decided by a majority of votes. Each committee member shall have one (1) vote. All resolutions will be recorded in the official Committee minutes.

9.9 Reporting

Committees shall report regularly to the Board through the Board representative and/or the Executive Director. The Committee Chairperson shall provide an annual report to the Board and membership at the AGM.

BY-LAW 11 FINANCIAL MATTERS

11.1 The first fiscal period of the Company shall terminate on the 31st day of March in each year or on such date as the directors shall by resolution from time to time determine.

11.2 Quarterly financial statements shall be presented to the Board of Directors.

11.3 The auditor of the Company shall be an independent chartered accountant or firm of chartered accountants and shall be appointed at the Annual General Meeting of the members of the Company. The auditors of the Company when appointed shall hold office until the next Annual General Meeting of the members after being appointed or until their successors are appointed, unless previously removed by resolution of the Board of Directors.

11.4 The auditor shall make the examination and have access to such records, minutes, accounts, books, documents and vouchers that is in his/her opinion necessary to enable him/her to report on the financial statements of the Company

11.5 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Company, and in such manner as the Board of Directors may from time to time designate.

11.6 The CEO/Executive Director is authorized to sign all cheques or authorize the payment of all approved budget expenses that are required for the operation of the Company.

11.7 In order to carry out the purposes of the Company, the Board of Directors may from time to time:

- Borrow money upon the credit and/or assets of the Company in such manner as they decide is in the best interest of the Company;
- Limit or increase the amount to be borrowed;
- Invest funds in such manner as they decide is in the best interest of the Company.

11.8 All required annual returns shall be made to provincial and federal regulatory departments.

BY-LAW 12 EXECUTION OF DOCUMENTS

12.1 All contracts, documents or instruments in writing requiring the signature of the Company shall be signed by any two (2) of the following: Chairperson, Vice Chairperson, Past Chairperson, Secretary, Treasurer, CEO/Executive Director All contracts, documents and instruments in writing so signed shall be binding upon the Company 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 on behalf of the Company either to sign contracts, documents, and other instruments in writing.

BY-LAW 13 AMENDMENT OF BY-LAWS

13.1 The Board of Directors may from time to time repeal, amend, add to, or re-enact these By-Laws or any of them, or any By-Laws of the Company. Any such changes shall in the case of all By-Laws other than those relating to expulsion or suspension of members have force until the next Annual Meeting of the Company, and if not confirmed thereat, shall from that time cease to have any force.

13.2 Members shall receive written notice of By-Law changes thirty (30) days prior to the Annual Meeting and copies will be available for review.

13.3 Any changes in the By-Laws relating to the expulsion or suspension of members shall not be effective until the same have been confirmed by an Annual or Special General meeting of members.

BY-LAW 14 INTERPRETATION

14.1 In these general By-laws of the Company:

- The “Company” means Hospice of Greater Saint John, Inc.
- “AGM” means the Annual General Meeting;
- The singular shall include the plural and the plural shall include the singular;

- The masculine shall include the feminine and vice versa;
- ‘Board’ means the Board of Directors of the Company;
- “Person” shall include firm, syndicate, association, partnership or corporation;

Approved, ratified and confirmed by majority vote of the members at the Annual General Meeting of the Company held on June 30, 2009.