



PRAIRIE HOSPICE SOCIETY INC.

BY-LAWS

The By-laws relating generally to the conduct of the affairs of PRAIRIE HOSPICE SOCIETY INC.

SECTION I **INTERPRETATION**

1.01 Definitions: In these by-laws of Prairie Hospice Society Inc., unless the context otherwise requires:

- a) “Act” means the *Non-Profit Corporations Act, 1995* (Saskatchewan), as from time to time amended, and every statute that may be substituted for it, and, in the case of such amendment or substituted, any reference in the by-laws shall be read as referring to the amended or substituted provisions thereof;
- b) “Society” means Prairie Hospice Society, Inc.;
- c) “Articles” means the articles of the Society from time to time in force and effect;
- d) “Board” means the Board of Directors of the Society;
- e) “By-laws” means the by-laws of the Society from time to time in force and effect;
- f) “ex officio” member of a committee means that the individual is entitled to receive notice of meetings of the committee, to participate in meetings of the committee, and to vote at meetings of the committee, but that quorum for a meeting of the committee will be determined without considering the ex officio member;
- g) “in writing” and “written” includes printing, typewriting, and any other mode of representing or reproducing words in visible form, including, without limitation, transmission in electronic form;

- h) “meeting of members” includes an annual and special meeting of members;
- i) “volunteers” include any persons who give their services willingly to the Society without payment or any other form of tangible compensation;
- j) all terms contained in the by-laws which are not defined in the by-laws, but which are defined in the Act shall have the meaning given to such terms in the Act;
- k) words importing the singular number only shall include the plural and vice versa, and words importing persons shall include individuals and associations, and any number of persons.

1.02 Headings: The headings used throughout these by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.03 Conflict with by-laws: To the extent of any conflict between the provisions of these by-laws and the provisions of the Act, the Articles or any unanimous member agreement relating to the Society, the provisions of the Act, the Articles or the unanimous member agreement shall govern.

1.04 Invalid provisions: The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION 2 **BUSINESS OF THE SOCIETY**

2.01 Principal Purposes of the Society:

- a) To enhance the quality of life for persons facing advanced illness, death and bereavement;
- b) To provide compassionate client-centered and family-centered non-medical care for individuals with a terminal diagnosis and their families;
- c) To recruit, train and oversee volunteers to provide quality non-medical palliative care services.
- d) To advocate for and deliver quality palliative and hospice care services and facilities in Saskatoon and area.

2.02 Not for Profit: The Society shall not be operated for profit. No part of the

income of the Society shall be available for the personal benefit of any member of the Society.

2.03 Registered Office: The Society may from time to time by resolution of the Board change the address of the registered office of the Society.

2.04 Execution of Agreements:

- a) Agreements, instruments or any other documents requiring execution by the Society must be signed by any two members of the Executive Committee, and all such agreements, instruments or documents so signed shall be binding upon the Society, or as the Board may from time to time by resolution, determine alternate signatories to address specific requirements.
- b) The Board may from time to time by resolution appoint any officer, or officers, or any individual or individuals on behalf of the Society to sign agreements, instruments or other documents generally or to sign specific agreements, instruments other documents.

2.05 Banking Arrangements: The banking business of the Society including, without limitation, the borrowing of money and the giving of security to secure the obligations of the Society, shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.06 Fiscal Year: The fiscal year of the Society shall terminate on the 31st day of May in each year, or as the Board may from time to time by resolution otherwise determine.

SECTION 3
MEMBERSHIP

3.01 Membership: Membership in the Society shall consist of:

- a) All current and former Directors of the Society;
- b) Current staff members of the Society;
- c) Volunteers of the Society who have completed a training program approved by the Board provided they have consented in writing to accept membership.

3.02 Honorary Membership: The Board of Directors may from time to time by resolution name an individual who has made an extraordinary contribution

to the Society as an Honorary Member. Honorary membership will confer full membership rights on the individual and will not expire unless the member requests termination of membership.

3.03 Termination of Membership:

- a) Membership based on volunteer status shall expire at the end of the fiscal year following the fiscal year in which the volunteer ceased to be active.
- b) Membership shall terminate upon request of the member.
- c) At a meeting of the Board, called for the purpose, a majority of at least two-thirds (2/3) of those present approve a motion terminating a membership, provided that the person whose membership is terminated may appeal to the Annual General Meeting to be reinstated as a member, which reinstatement shall be effective upon a majority vote of the members.
- d) Membership based upon being a staff member of the Society shall terminate on the individual on longer being employed by the Society, whether by resignation or termination.

SECTION 4 **MEMBERS' MEETINGS**

4.01 Location: Meetings of members of the Society shall be held at such location in the Province of Saskatchewan as the Board of Directors may from time to time determine.

4.02 Calling of Meetings:

- a) Subject to the by-laws and requirements in the Act respecting the calling of meetings, the Board shall call an annual general meeting of members not later than four (4) months after the end of the fiscal year of the Society.
- b) The Board may, by resolution, call a special meeting of members at any time.
- c) The Board shall call a special meeting of members upon the written request of a group of members whose membership interests carry not less than 25% of the voting rights.

4.03 Notice of Meeting:

- a) Notice of the time and place of a meeting of members shall be given not less than 15 days prior to the meeting and not more than 50 days before the meeting.
- b) In the manner permitted by the Act and these by-laws, notice shall be given to each member entitled to vote, or otherwise receive notice of the meeting, and to the auditor, if any, of the Society.
- c) A member, or any other person entitled to attend a meeting of members may, in any manner and at any time, waive notice of a meeting of members, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.04 Quorum:

- a) No business shall be transacted at a general meeting unless a quorum is present at the time the meeting proceeds to business.
- b) A quorum for any meeting of the members of the Society shall be constituted only if a minimum of ten (10) members of the Society in good standing and who hold voting rights at such meeting are present. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the attendees shall adjourn the meeting to a specific time, date and place, and those present at the adjourned meeting shall constitute a quorum.

4.05 Chair of a Meeting: The Chair of the Board of Directors, or in his or her absence, the Vice Chair of the Board of Directors, or, in his or her absence, another Director of the Society, shall chair every meeting of members of the Society. If there is no such officer present within thirty (30) minutes after the time appointed for holding the meeting, or no such officer is willing to act as Chair, the members present shall endorse one member to chair the meeting.

4.06 Voting:

- a) Members who are personally present shall be entitled to vote at all meetings of members.
- b) No member shall be entitled to appoint a proxy holder unless it is determined by resolution of the Board to allow for proxy voting.
- c) Subject to the Act, applicable law and the Articles, and unless a ballot is demanded or required, voting at a meeting of members shall be by way of

a show of hands. Declaration by the Chair of the meeting that any question has been carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. The result of the vote so taken and declared shall be the decision of the members upon such question.

- d) The Chair of the meeting, or any member entitled to vote at the meeting, may require or demand a ballot upon any question, either before or immediately after any vote by show of hands, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such a manner as the Chair of the meeting shall direct. On a ballot, each member present in person and entitled to vote on a question put forth at a meeting of members shall be entitled to one vote in respect of the question. The result of the ballot so taken shall be the decision of the members upon the question.
- e) In a case of equality of votes, either upon a show of hands or a ballot poll, the Chair of the meeting shall be entitled to a casting vote or a second vote.

SECTION 5 **DIRECTORS**

5.01 Purpose: The Board shall govern the affairs of the Society in accordance with the Vision, Mission and Strategic Objectives of the Society and in compliance with the Act and other applicable legislation.

5.02 Duties and Responsibilities: The duties and responsibilities of the Board of Directors are:

- a) To determine the Vision, Mission and Strategic Objectives of the Society and review them regularly.
- b) To approve an annual budget and oversee adherence to it; control investments and management of capital assets; arrange for adequate funding resources to sustain the Society and ensure high quality services and programs.
- c) To advocate for public policy and community support in the best interest of the Society.
- d) To hire, support and evaluate the performance of staff, and, if necessary, effect dismissal
- e) To adhere to the Board of Director's Code of Conduct as may be adopted by the Directors from time to time.

5.03 Composition: The Board shall consist of not fewer than six (6) members and not more than twelve (12) members.

5.04 Term of Office:

- a) Directors shall be elected by the members at a general meeting and shall hold office for a term of two (2) years. Directors shall serve a maximum of three (3) two-year terms. An exception can be made to extend the term of a Director who has served as Chair, so that they can fill a term as Past Chair for two years. In special circumstances, the Board can, upon resolution, recommend the extension of the term of a Board member to maintain continuity and leadership where it is deemed appropriate and necessary. If such a resolution is adopted by the Board, the individual named in the resolution is eligible to be elected to the Board.
- b) A Board Member must cease to hold a Board position for a period of two (2) years before he/she is eligible to be re-elected to the Board of Directors.

5.05 Termination of Director: A Director shall cease to hold office as a Director:

- i. upon expiry of the term of office;
- ii. upon giving written notice of resignation to the Chair;
- iii. upon decision of the voting members of the Society in accordance with the Act.

5.06.I Vacancies: Where there is a vacancy on the Board of Directors (less than six (6) Board Members) and where there is a quorum of Directors, the remaining Directors:

- i. may exercise all the powers of the Directors; and/or,
- ii. may fill any or all the vacancies until the next annual meeting.

5.07 Leave of Absence: A Director may request a leave of absence from the Board not exceeding six (6) months if he or she is not able to fulfill requirements. The request requires Board approval. Such absence of a Director shall not count against quorum. The Chair shall be entitled to direct that the Director on leave not be provided with any or all confidential information during the period of leave.

5.08.I Remuneration:

- a) The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such. Notwithstanding the foregoing, Directors may be

reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as Directors.

- b) A Director may enter into an employment contract with the Society only after resigning from the Board of Directors, or after requesting a leave of absence from the Board for the duration of the term of the contract.

5.09 Conflict of Interest: A Director shall disclose his interest in any material contract, or proposed material contract, with the Society in accordance with the Act.

5.10 Officers:

- a) The officers of the Board shall be the Chair, the immediate Past Chair, the Vice Chair, the Treasurer and the Secretary.
- b) The officers of the Board of Directors shall be elected by the Board at the next regular Board meeting following the annual general meeting, or at such other times as the Board may determine.
- c) Terms of officers shall be two (2) years and/or until a successor is elected. No officer may serve in the same capacity for more than three (3) consecutive terms unless the Board of Directors deems it necessary.
- d) Any officer may be removed by an affirmative vote of two-thirds (2/3) of the Board of Directors after being given an opportunity to be heard.
- e) Vacancies may be filled by the Board of Directors at any meeting of the Board.
- f) The Chair of the Board shall preside at all meetings of the Board; be an ex-officio member of all committees; coordinate and give direction to activities of the Board; and perform such other duties as are required by the Board.
- g) The Vice Chair, or the Immediate Past Chair in the absence of the Vice Chair, shall perform the duties of the Chair during the absence of the latter.
- h) The Secretary, or his or her designate, shall be responsible for recording of the minutes of the meetings of the Board and shall perform such other duties as are required by the Board.
- i) The Treasurer shall supervise the funds and other assets of the Society and shall present regular reports, no less than four (4) times per year, to the Board on the financial standing of the Society and shall be chairperson of the Finance Committee.

SECTION 6
MEETINGS OF DIRECTORS

6.01 Frequency of Meetings: The Board of Director shall meet as often as necessary to do its business, but not less than six (6) times each year.

6.02 Convening of Meetings: A meeting of the Board may be convened at any time by the Chair, or in the Chair's absence, the Vice Chair, or any four (4) Directors. Except as otherwise provided by the Act and by-laws, the Directors, either as a Board, or as a committee thereof, may convene, adjourn or otherwise regulate their meetings as they think fit.

6.03 Telephone and Electronic Communication: Directors may participate in a meeting of the Board, or a committee of the Board, by means of telephone or other means of communication that permit all persons participating in the meeting to hear each other. Any such Director participating in a meeting in such manner shall be considered present at the meeting.

6.04 Notice of Meetings:

- a) No notice needs to be given of regularly scheduled meetings of the Board, providing all Directors have received notice of the resolution establishing or changing such regular meeting times.
- b) Notice of the time and place of other meetings of the Board shall be given to each Director by mail, personal delivery or electronic communication not less than 48 hours prior to the time the meeting is to be held. Meetings of the Board, or any committee of the Board, may be held at any time without formal notice if all the Directors are present, or, if all the Directors waive notice.
- c) For the first meeting of the Board to be held immediately following the election of Directors at an Annual General Meeting of members, or at a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, no notice need be given to the newly elected or appointed Director (s) in order for the meeting to be duly constituted, provided a quorum of the Board is present.
- d) Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.

6.05 Quorum:

- a) A quorum for any meeting of the Board shall consist of a majority of Board members or such other number as the Directors may by resolution determine.

- b) If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.
- c) If a quorum is not present within 20 minutes of the time and place fixed for the meeting in the notice thereof, the attendees may adjourn the meeting to a specific time, date and place, and those present at the adjourned meeting shall constitute a quorum.

6.06 Chair: The Chair of the Society or, in the absence of the Chair the Vice Chair of the Society, or in the absence of both the Chair and Vice Chair, the immediate Past Chair, shall chair the meeting of the Board. If there is no such officer present within 20 minutes after the appointed time for holding the meeting, or no such officer is willing to act as chair, the Directors present may choose one of their number to chair the meeting.

6.07 Voting:

- a) Decisions of the Board shall be determined by a majority of votes of the Directors present. In the case of an equality of votes, the Chair of the meeting shall have a second and casting vote.
- b) The Chair or any Director may require or demand a secret ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such a manner as the Chair of the meeting shall direct.

6.08 Resolution in Lieu of Meeting:

- a) A resolution in writing, signed by all Directors is as valid as if it had been passed at a meeting of the Board and satisfies all the requirement of the Act relating to meetings of the Directors.
- b) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart, by facsimile or e-mail.
- c) A copy of every such resolution in writing shall be kept with the minutes of the meeting of the Board.

SECTION 7
COMMITTEES

7.01 Standing Committees of the Board. There shall be the following standing committees of the Board of Directors:

- a) **Executive Committee:** The Executive Committee shall be composed of the Chair, Vice Chair, Treasurer and Secretary. It shall assume the duties and power of the Board when urgent action is required and ensure any actions taken are ratified at the next regular Board meeting, provide counsel to senior staff, make recommendations to the Board on policies not under the purview of any other committee and on matters assigned to the committee by the Board. All members of the Executive Committee shall be authorized signing authorities for the Society.
- b) **Finance and Audit Committee:** The Finance and Audit Committee shall be composed of the Treasurer and a minimum of two (2) other members of the Board of Directors and/or members who shall be approved by the Board. The Committee shall be responsible to the Board of Directors and shall make recommendations on matters relating to financial policy and procedure.
- c) **Nominating Committee:** The nominating committee shall be composed of a minimum of three (3) Directors. If possible, it shall be chaired by the immediate Past Chair. The committee will make recommendations to the annual meeting of members regarding nominations to the Board and make recommendations to the Board regarding Directors of the Society.
- d) **Governance Committee:** The Governance Committee shall be composed of a minimum of three (3) Directors and/or members who shall be approved by the Board. The committee will review and evaluate and make recommendations to ensure the efficient and effective governance and operation of the Society and the Board of Directors.
- e) **Resource Development Committee:** The Resource Development Committee shall consist of a minimum of three (3) Board members, appropriate staff, and members of the Society. Sub-committees may be formed for advocacy, special events and fundraising activities as necessary. The committee shall be responsible for ensuring sufficient and appropriate financial resources for the Society.

7.02 Ad Hoc Committees of the Board: Ad Hoc Committees may be established for a specific period of time to undertake specific tasks. The Board may appoint such a committee at any time and shall establish terms of reference for the committee to include the purpose of the committee, its composition, duties and responsibilities, accountability and task completion date.

SECTION 8 **NOTICES**

8.01 Manner of Notice: Any notice or document to be given or sent pursuant to the Act, the Articles, the by-laws, or otherwise to a member or Director shall be sufficiently given if delivered personally, sent by mail or electronic mail to the member or the Director at his or her latest address as shown on the records of the Society in the last notice filed at the Corporations Branch in Saskatchewan. The Society may change, or cause to be changed, the recorded address of any Director or member in accordance with any information which the Society reasonable believes to be reliable.

8.02 Returned Notices: Where notices or other documents required to be given by the Society to its members have been mailed to a member at the member's latest address as shown on the records of the Society and where, on three (3) consecutive occasions, notices or other documents have been returned by the post office to the Society, the Society is not required to mail to the member any further notices or other documents until such time as the Society receives written notice from the member requesting that notices and other documents be sent to the member at a specified address.

Approved by Prairie Hospice Society Inc. Board of Directors, September 4, 2019.