

HOSPICE OF GREATER SAINT JOHN, INC.
CONSTITUTION & BY-LAWS
Amended and Restated November 29th. 2017

BY-LAW 1 NAME

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

BY-LAW 2 PURPOSE AND OBJECTIVES

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, care giving 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.

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

The voting membership of the Company shall consist of the Board of Directors (who are the Members) who must comply with Company's Constitution & By-Laws and Rules of Order governing the conduct of meetings.

BY-LAW 6 ANNUAL GENERAL MEETING

6.1 The Annual General Meeting of the Company shall be held no later than three (3) months after the end of the fiscal year at the Head Office or a location approved by the Board of Directors.

6.2 The purpose of the AGM is to report to the community in a formal setting.

6.3 Meeting invitations to employees, volunteers and community supporters and partners shall be sent via electronic invitation and posted at Bobby's Hospice and the Hospice Shoppe and in the Hospice Donor Newsletter.

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 up to twelve (12) persons and not less than five (5) persons elected by the Members (who are actually the same people as the Board of Directors, who meet in their capacity as Members to elect Directors) and two (2) ex-officio staff persons appointed by the Board as follows: (a) the Chief Executive Officer (CEO) and (b) the Chief Medical Officer (CMO)

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) who shall serve as the chief executive 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 shall sit as a non-voting ex-officio member of the Board of Directors.

The Board is responsible to appoint the Chief Medical Officer (CMO) who shall serve as the chief clinical officer of the company and shall be responsible to the Board for management and leadership of the company's clinical programs and services. The Chief Medical Officer (CMO) shall sit as a non-voting ex-officio member of the Board of Directors and a full member of all clinical committees of the Company.

As part of fulfilling such roles, the Board shall:

- Annually establish key performance indicators for the CEO and the CMO.
- Ensure there is a succession plan in place from time to time for the CEO and the CMO.
- Ensure that the CEO has a succession plan in place from time to time for such key personnel as the Board determines appropriate.
- Establish policies from time to time to address administrative limitation policies such as approval of spending limits and employment level limits.

- Establish policies from time to time to address service level policies with respect to certain significant operations expectations.
- Develop and approve no less than every five (5) years, a strategic plan and risk assessment analysis for the Company.

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.
- Committed to the goals of the Corporation.

7.4 Directors

In considering the qualifications of a prospective Director, the Board will look for persons whose personality, profession, experience and skills will make a positive contribution to the Board and further the goals of the Company in a cooperative and respectful manner.

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

7.5 Terms of Office

A Director shall hold office for a period of three years.

Upon the expiry of his or her term, a Director shall be eligible for re-appointment for another term if they desire and are in good standing with 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.

7.6 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;
- Is removed from office by resolution of at least two-thirds vote of the Board of Directors.

7.7 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.

7.8 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.

7.9 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 Director 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.

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

7.11 Meetings of Directors

The Board of Directors shall hold its regular meetings at 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.

7.12 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.

7.13 Quorum

A quorum for the transaction of business at any meeting of the Board shall be sixty (60) percent of the total number of Directors.

If less than a quorum shall be in attendance (including Directors that are participating by telephone) 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.

7.14 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes. Directors or (Members) as the case may be, (as they are one and the same) may vote in person, or may vote by phone if participating by phone. Further, provided that all Directors (Members), as the case may be, so sign in writing approving a resolution, any such resolution may be approved in writing.

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is 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:

- Chair
- 1st Vice-Chair
- Secretary
- Treasurer

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

The Chief Executive Officer (CEO) and the Chief Medical Officer (CMO) will serve in non-voting ex-officio positions on the Board of Directors.

8.2 Qualifications

An officer of the Company shall be:

- Highly committed to the goals of the Company;
- A member of the Board;
- Agreeable and capable of serving in a senior leadership capacity.

8.3 Prospective new Board Members and Officers

Any Director of the Board may submit or suggest a name of a prospective new Board member at any time. The resume of that prospective Board member shall be obtained and kept on file.

If the Board of Directors are agreeable, the name of the prospective new member will be turned over to the Chair. The Chair and/or another Executive Member would be responsible to meet with the prospective new board member and review all details of policies and objectives to the new prospective member. Once that meeting is completed, the Chair will report back to the Board and the Board will make the final decision on whether to accept or decline the new prospective member.

In considering the qualifications of a prospective Board Member or Officer, the Board shall look at persons whose personality, profession, experience and skills will make a positive contribution to the Board and/or Executive Committee and further the goals of the Company in a cooperative and respectful manner.

An Officer shall hold office for a period of three (3) years once they are appointed by the Board of Directors. Upon the expiry of his/ her term, an Officer is eligible for re-appointment for another term providing he/she is a voting Director in good standing of the Company.

The Board may fill a vacancy, however caused, at any time.

8.4 Role of Executive Committee

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 Finance Committee, Human Resource Committee, Strategic planning Committee, Policy & By-Law Committee, Nominating Committee and AGM Committee unless the Board (which has the authority) at any time 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 Director (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 Chair

The Chair is the most senior position 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;
- Provide an annual report of the business and affairs of the Company at the AGM;
- Support the work of the CEO;
- Have such powers and duties as may from time to time be assigned to him/her by the Board.

8.8 Duties of Vice Chair

The Vice Chair shall be vested with all powers and shall perform all the duties of the Chairperson in the absence of the Chair.

8.9 Duties of Secretary

The Secretary shall ensure that proper minutes and records are kept of all meetings of the Executive and Board.

8.10 Duties of Treasurer

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

The Treasurer is responsible for the regular review of the Company'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 and audited statements to the Board for approval.

8.11 Duties of Executive Committee

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

In considering the qualifications of a CEO, 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 Company in a cooperative and respectful manner.

In considering the qualifications of a CMO, 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 Company in a cooperative and respectful manner.

8.12 Duties of the Chief Executive Officer

The CEO shall be the senior staff person of the Company and shall be responsible to the Board for the general management of the Company's activities and business. The CEO sits as a non -voting ex-officio member of the Board. The CEO shall sign all instruments which require his/her signature.

In all matters affecting the Company, the CEO 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.

In addition to any other authority or duties conferred by the direction of the Board, the CEO shall provide leadership and exercise general and active supervision over the affairs of the Company, including;

- The selection, appointment, salary, supervision, evaluation, support and discharge of all employees other than the CMO.
- Preparation of plans, budgets and reports.
- Program development, delivery 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, the Chief Medical Officer and the Board.
- Acting as spokesperson and coordinating the presentation of the Company's position to the public and to other external public bodies, agencies and organizations.
- Ensuring sound financial, administration and organizational management.

During the absence or inability of the CEO, his/her duties and powers may be exercised by a designate, designated by the CEO, should the CEO be able to make a designation. If, however, the absence is to exceed a thirty day period then the Board would be responsible to designate and/or approve of the replacement for the CEO.

8.13 Duties of Chief Medical Officer (CMO)

The Chief Medical Officer (CMO) shall be the senior clinical staff person and shall be responsible to the Board for efficient, safe and high quality clinical services in keeping with the Company's mission and plans.

The Chief Medical Officer (CMO) sits as a non -voting ex-officio member of the Board of Directors and a full member of all clinical committees.

In addition to any other authority or duties conferred by the Board of Directors, the Chief Medical Officer (CMO) shall provide leadership and exercise general and active supervision over clinical services, including, but not limited to:

- Criteria for admission and discharge of patients;

- Clinical care policies and procedures;
- Clinical safety, quality assurance and risk management;
- Clinical education and research;
- Credentialing and defining the Clinical Privileges of Medical Practitioners and Allied Health Professionals;
- Maintaining “best practice” clinical protocols and compliance;
- Investigating sentinel events and reporting to the Board;
- Supporting the work of the Chief Executive Officer (CEO), clinical care committees and the Board of Directors;
- Maintaining collaborative relationships with community health care providers.

BY-LAW 9 COMMITTEES

9.1 Structure

The Board of Directors may from time to time if so desired appoint standing and/or ad hoc committees to do the work of the Board in the area of policy governance. 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. Committees will make recommendations to the Board. The Board will always make the final decisions.

9.2 Membership and Term

A Board member shall serve as the Chair of each committee established by the Board. The Company Chairperson shall be an ex-officio member of all committees of the Company. The CEO may be requested to attend committee meetings and will be a non-voting ex-officio member. This will be at the call of the Committee Chair. 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 Finance Committee

The Board may if it desires establish a Finance Committee as a standing committee. The Chair of the Finance Committee would be the Treasurer of the Company along with one or two Directors of the Board, additional Directors may be included if the Board determines it to be appropriate. The Chair of the Board of Directors would sit as an ex-officio member. This committee would be established to oversee all aspects of the financial resources and conditions of the Company, assist in the preparation of each Annual Budget to submit to the Board and ensure ongoing compliance with the approved Budget. Recommendations from this committee would be made to the Board of Directors on a regular basis.

9.4 Human Resources Committee

The Board may if it desires establish a Human Resources Committee as a standing committee. The

Chair of the Human Resources Committee would be a Director, selected by the Board, along with one or two other Directors of the Board, additional Directors may be included if the Board determines it to be appropriate. The Chair of the Board of Directors would sit as an ex-officio member. This committee would on an annual basis meet with the CEO and the CMO separately and undergo a comprehensive performance review on each and make recommendations including any salary adjustments to the Board of Directors, prior to the monthly Board Meeting in January of each year.

9.5 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.

9.6 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.

9.7 Meetings

The committees shall set regular meetings if they feel it is necessary. 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.

9.8 Quorum

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

9.9 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.

9.10 Reporting

Committees shall report regularly to the Board through the Chair of the committee or committee member.

BY-LAW 10 FINANCIAL MATTERS

The 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. Financial statements shall be

presented to the Board of Directors at regular scheduled Board Meetings.

The auditor of the Company shall be an independent Professional Chartered Accountant or firm of Professional Chartered Accountants and shall be appointed annually by the Board of Directors. 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

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.

The CEO, along with other Officers designated by the Board as signing officers, are authorized to sign all cheques or authorize the payment of all approved budget expenses that are required for the operation of the Company.

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.

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

BY-LAW 11 EXECUTIONS OF DOCUMENTS

All contracts, documents or instruments in writing requiring the signature of the Company shall be signed by any two (2) of the following: Chair, Vice -Chair, Secretary, Treasurer, and CEO. 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 12 AMENDMENTS OF BY-LAWS

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, provided, however, such changes shall have no legal effect if not ratified by the Members (who are the Directors) at the following Annual General Meeting of the Members (who are the Directors).

BY-LAW 13 INTERPRETATION

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.