



Canadian Hospice Palliative Care Association

Association canadienne de soins palliatifs

Being a By-law of the CANADIAN HOSPICE PALLIATIVE CARE ASSOCIATION/ASSOCIATION CANADIENNE DE SOINS PALLIATIFS, hereinafter referred to as the “Corporation”

BE IT ENACTED as a By-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes both a meeting of voting members and a meeting of all members entitled to vote at a meeting of members in accordance with the Act;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Head Office

The Head Office of the Association shall be located at the City of Ottawa, in the Province of Ontario, Canada at the place therein where the business of the Association may from time to time be carried on. The Corporation may establish such other offices and agencies elsewhere in Canada as the board may, by resolution, deem expedient.

5. Members

Subject to the articles, there shall be two classes of members in the Corporation, namely, provincial members and members at large.

6. Provincial Members

- a) A hospice palliative care association from each province and territory may, subject to approval by the board, become a provincial member of the Corporation;
- b) There shall only be one provincial member from each province and territory;
- c) Each provincial member shall appoint from time to time, an individual to be its representative (the "provincial representative") and, prior to any meeting of members or directors where such provincial representative shall attend, the provincial member shall notify the Corporation of such appointment and any subsequent appointment of its provincial representative; and such appointment is subject to approval by the board;
- d) Each provincial member is entitled to receive notice of and, through its appointed provincial representative, attend and vote at all meetings of members and each provincial member shall be entitled to one (1) vote at such meetings;
- e) No provincial representative shall serve for a term of more than two successive terms of two (2) years except after an absence as a provincial representative for a period of two (2) years. Time served as a member at large shall not be taken into account in determining such person's entitlement to be a provincial representative. Notwithstanding the foregoing sentences of this section each

provincial member shall replace its provincial representative if requested by special resolution of the Corporation's board. Under special circumstances deemed acceptable by the board, a provincial representative's term may be extended by one additional term of two (2) years. No provincial representative under any circumstance shall serve for more than three (3) successive two (2) year terms.

- f) Notwithstanding the preceding subparagraph 6(e), the term of any provincial representative may, upon his or her election as an officer of the Corporation, be extended to coincide with the completion of such person's term of office as president, vice president or past president provided always that the total number of members does not exceed the maximum number of directors of the Corporation at any time.

7. Members at Large

- a) Individuals shall be selected by the Nominating Committee as required and shall thereafter be approved by an ordinary resolution of the board before becoming members at large of the Corporation;
- b) Members at large shall serve for a term of two (2) years but may be selected by the Nominating Committee to serve a successive two (2) year term;
- c) No member at large shall serve for more than two (2) consecutive two (2) year terms except after an absence as a member at large of the Corporation for a period of two (2) years. Time served as a provincial representative shall not be taken into account in determining such person's entitlement to be a member at large of the Corporation. Under special circumstances deemed acceptable by the board, a member at large may have his or her term extended by one additional term of two (2) years. No member at large under any circumstance shall serve for more than three (3) successive two (2) year terms;
- d) Notwithstanding the preceding subparagraph 7(c), the term of any member at large may, upon his or her election as an officer of the Corporation, be extended to coincide with the completion of such person's term of office as president, vice president or past president provided always that the total number of members does not exceed the maximum number of directors of the Corporation at any time.

8. Admission of Members

The board of directors of the Corporation shall, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act:

- a) A member entitled to vote at a meeting of members may vote by mailed-in-ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 - i. Enables the votes to be gathered in a manner that permits their subsequent verification; and
 - ii. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- b) A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner

and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- i. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- ii. a member may revoke a proxy by depositing an instrument or act in writing duly executed by that member;
 - A. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - B. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- iii. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- iv. the form of proxy shall:
 - A. indicate, in bold-face type:
 - I. the meeting at which it is to be used,
 - II. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - III. instructions on the manner in which the member may appoint the proxyholder,
 - B. contain a designated blank space for the date of the signature,
 - C. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - D. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of directors,
 - E. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of directors, and

- F. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- v. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (b)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- vi. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- vii. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

13. Membership Dues

The board shall determine from time to time what membership dues shall be payable by each class of members

14. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a provincial association, the member is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the President or Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member's membership is terminated in accordance with the articles or by-laws;
- e) subject to subparagraph 7(d), the member's term of membership expires;
- f) the member ceases to be a director; or

g) the Corporation is liquidated or dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member shall automatically cease to exist.

16. Discipline of Members

The board shall have authority to suspend or terminate the membership of any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

17. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board.

18. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor of the Corporation and such other

persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

19. Chair of Members' Meetings

In the event that the president and the vice president are absent, the past president shall be the chair of meetings of members and failing the past president, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

22. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

23. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a

telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

25. Directors shall be Members

The directors of the Corporation shall be the provincial members and the members at large of the Corporation from time to time.

26. Calling of Meetings of Board of Directors

Meetings of the board may be called by the president, the vice president or the past president of the board or any two (2) directors at any time.

27. Notice of Meeting of Board of Directors

There shall be at least one (1) meeting of the board in each calendar year. Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

28. Meetings of Directors

Each director is authorized to exercise one (1) vote. If all the directors consent thereto generally, or in respect of a particular meeting, a director may participate in a meeting of the board or a committee of the board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors. Any such resolution signed by all of the directors in separate parts and sent by facsimile or mail or otherwise

delivered shall be effective as soon as the last of such copies is received at the head office of the Corporation.

29. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

30. Chair of Meetings of Directors

The president, or in the absence of the president, the vice president, or in the absence of the vice president, the past president shall preside at meetings of the board and if all three are unavoidably absent, the directors may choose one of their number to preside.

31. Vacancy or Replacement of a Director

When a vacancy on the board occurs, the directors may, subject to the qualifications of being a director set in this by-law, elect a replacement until the next annual meeting.

32. Removal of Directors

A director shall cease to be a director when:

- a) The director dies or resigns;
- b) The director is removed by the members in accordance with the by-laws; or
- c) The director ceases to be a member.

33. Remuneration of Directors

Directors shall not, as such, receive any remuneration for their services but they may be paid such reasonable sums as may be approved by resolution of the board to cover the expenses of their attendance at each regular or special meeting of the board. The remuneration of employees or of officers of the Corporation shall be fixed by resolution of the Executive Committee within the annual budget approved by the board.

34. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

35. Appointment of Officers

The Board may appoint such officers, agents and employees as it considers necessary to administer the affairs of the Association. The officers of the Corporation shall be a president, vice president, secretary and treasurer and any other such officers as the board may, by law, determine. Any two offices may be held by the same person. Such officers will be selected from among the members of the board.

36. Powers of Directors

- a) The directors of the corporation may administer the affairs of the Corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do;
- b) The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe;
- c) The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

37. Indemnities

Every director or officer of the Corporation or other such person who has undertaken any liability on behalf of the Corporation or any chapter thereof and the heirs, executors and administrators, and estate and effects of such person, respectfully, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses sustained or incurred by such person in or in connection with any action, suit or proceeding brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or in connection with the execution of the duties of that person's office or in respect of such liability; and
- b) all other costs, charges and expenses sustained or incurred by such person in or in connection with the affairs of the Corporation, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

38. Executive Committee

There shall be an Executive Committee to exercise such powers as are authorized by the board and who shall consist of the president, vice president, past president, secretary, treasurer (or secretary/treasurer if, at the discretion of the board, the offices of secretary and treasurer are combined) and two members of the board as selected by the board. The board may remove any member of the Executive Committee or any officer by a majority vote of the board. Executive Committee meetings shall be held at a time or place designated by the Executive Committee, and which may, from time to time include teleconference meetings. A majority of Executive Committee members constitute a quorum. Notice of such meetings will be made at least 10 days prior, if sent by mail, or 3 days prior, if given by telephone or by facsimile or other electronic communication.

39. Nominating Committee

There shall be a Nominating Committee to solicit and to propose members at large of the Corporation (subject to approval by the board). Subject to the remaining provisions of this paragraph, the members of the Nominating Committee shall be as determined by the board. The board may remove any member of the Nominating Committee by a majority vote of the board. Nominating Committee meetings shall be held at a time or place designated by the Nominating Committee and which may, from time to time, include teleconference meetings. A majority of Nominating Committee members constitute a quorum. Notice of such meetings will be made at least 10 days prior, if sent by mail, or 3 days prior if given by telephone or by facsimile.

40. Officers:

a) The president:

- i. presides at all meetings of the Board and at all general meetings of the Corporation;
- ii. oversees the activities and affairs of the Corporation; and
- iii. has and may exercise all other powers and duties assigned by the board.

b) The vice president:

- i. acts in the absence of the president of the board and, in the absence of the president, performs the duties and exercises the powers of the president; and
- ii. performs such other duties as may be assigned by the board.

c) The secretary shall:

- i. prepare or cause to be prepared and distributed to the directors, as soon as practicable after each meeting of the board or of the members, minutes of the proceedings of the meeting;

- ii. be the custodian of the minute books, articles, papers, records, correspondence, contracts and other instruments in writing whether or not executed under the seal of the Corporation;
 - iii. subject to the approval of the board, prepare and file with the appropriate government authority all documentation and reports that may be required by such government authority; and
 - iv. perform such other duties as are incidental to the office or as may be assigned by the board.
- d) The treasurer shall:
- i. have custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all Corporation assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
 - ii. deposit or cause to be deposited all revenues, securities and other valuable effects of the Corporation in the name and to the credit of the Corporation in such financial institution, or, in the case of securities, in such registered dealer in securities as may, from time to time, be designated by the board;
 - iii. disburse the funds of the Corporation in accordance with the policies and directives of the board;
 - iv. render to the president and directors at a regular meeting of the board, or whenever they may require it, an accounting of all transactions and a statement of the financial situation of the Corporation; and
 - v. perform such other duties as are incidental to the office or as may be assigned by the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

41. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a director (if a necessary qualification of appointment);
- or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

42. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the auditor shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

43. Execution of Documents

All cheques, contracts, documents or other instruments in writing requiring the signature of the Corporation shall be signed by such directors, officers and employees as may from time to time be designated by the board.

44. Auditors

An auditor shall be appointed at each annual meeting to audit the accounts of the Corporation and in the event of a vacancy in the office of the auditor, the board may appoint an auditor to act until the next annual meeting.

45. Financial Year

The financial year end of the Corporation shall be March 31 in each year unless changed by a special resolution of the board.

46. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

47. Rules

- a) The board may, by resolution make rules not inconsistent with this by-law, relating to the management and operation of the Corporation throughout, Canada, including rules relating to the formation and operation of chapters and provincial associations or corporations;
- b) A rule, regulation or policy made under subsection (a) comes into force on the day on which it is made by the board and remains in force until confirmed, amended or repealed at the next annual meeting of the Corporation.

48. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

49. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

50. By-laws and Effective Date

Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by

the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

51. Dissolution

On dissolution of the Corporation, its property shall be transferred to one or more organizations, to be selected by the board, which are:

- a) qualified donees within the meaning of the Income Tax Act; or
- b) registered charitable corporations in Canada.

Approved by the Annual General Meeting of the Canadian Hospice Palliative Care Association this 13th day of March 2014.

Revised and approved by the CHPCA Board of Directors this 10th day of April 2015.

Canadian Hospice Palliative Care Association



Per: President – Laurie Anne O'Brien



Per: Vice-President – Rick Firth

We have authority to bind the Corporation