



## **Constitution & Bylaws**

December 1, 2020

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**"SOCIETY ACT"****CONSTITUTION**

1. The name of the Society is "B.C. Care Providers Association".
2. The purposes of the Society are:
  - (a) To create, promote and encourage better understanding, unity, harmony and co-operation amongst the members of the Society;
  - (b) To seek, obtain and encourage the support, recognition and understanding of the public and all levels of government and government agencies or bodies for the continued improvement of residential care, assisted living, home care, home support and, community care in British Columbia;
  - (c) To encourage and support the members of the Association in maintaining a high standard of service delivery in British Columbia and to promote and support the best interests and welfare of the residents, clients, patients, owners, administrators and staff of facilities and community care agencies in British Columbia;
  - (d) To serve and represent the best interests of the members of the Society and the public in the provision of economical services, including: the creation and provision of greater opportunities for the establishment and expansion of agencies and facilities in British Columbia; the co-ordination and liaison between, and the promotion of concerned efforts and action by, the Society; and the liaison with other sympathetic and interested organizations and agencies of a similar or allied nature;
  - (e) To establish and promote programs of education to elevate the standards of service delivery in British Columbia;
  - (f) To help lead the development of legislation and policies for the health and welfare of the residents and clients of facilities and community care agencies in British Columbia; to encourage the growth and development of facilities and community care agencies; and to study and inform the public on pending and enacted legislation having application to public health and welfare;
  - (g) To provide directly or through referral, guidance and advice on matters relating to employee relations, human resources and labour relations.

## BYLAWS

### PART I - INTERPRETATION

- 1.1 "Board" means the Directors of the Society elected to serve on the Board of Directors as provided in Part 5 of these Bylaws.
- 1.2 "Director" means a person elected to serve on the Board of Directors pursuant to these Bylaws.
- 1.3 "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- 1.4 "Chief Executive Officer" means an employee who holds the senior management position of the Society reporting directly to the Board.
- 1.5 "Membership Sectors" shall include each of the following:
- (a) Long-Term Care
  - (b) Home Health
  - (c) Assisted Living
  - (d) Independent Living
- 1.6 "Sector" means a specific subset of the overall continuing care and seniors living/wellness industry
- 1.7 "Independent Living" means Seniors' housing where hospitality services are provided, such as meals, housekeeping, laundry and recreation activities. This definition does not refer to suites where the resident receives assisted living or care services delivered by the operator, nor does it include housing without hospitality services.
- 1.8 The "Membership Review Committee" means the committee chaired by a Board appointee established to review any member who may be in contravention of the Code of Ethics. If the committee chairperson is not a current Board Director, the chairperson will be an ex-officio member of the Board.
- 1.9 The definitions in the Society Act on the date these Bylaws come into effect apply to these Bylaws.
- 1.10 In these Bylaws, words importing a male person include a female person and words importing a female person include a male person and either word includes a corporate entity. Words importing the singular include the plural and vice versa.
- 1.11 A "franchise member" means a home care and/or home support organization consisting of multiple independently owned-operated franchises. The membership is deemed to be held by a single designated representative of the franchises.

### PART 2 - MEMBERSHIP

#### 2.1 QUALIFICATION FOR MEMBERSHIP

- a) Membership shall be confined to corporations, firms, agencies, societies, partnerships or persons engaged or interested in or connected with the provision of long-term care, assisted living, home health care, ~~home support~~ and independent seniors living in British Columbia.
- (b) The Board of Directors has discretion to accept or reject application for membership in the Society, provided that before membership is accepted, the applicant must pay to the Society the membership dues, if any.

## 2.2 MEMBERSHIP CLASSIFICATIONS

There shall be the following classes of membership:

- (a) Service Provider
- (b) Commercial
- (c) Associate
- (d) Honourary
- (e) Honourary Lifetime Achievement

## 2.3 SERVICE PROVIDER

A Service Provider Member shall be a person, partnership, corporation or other legal entity who/which provides independent living, long-term care, assisted living, home health in British Columbia. When a Service Provider Member divests itself of providing such services, its membership in the Society shall be transferable to the new service provider.

## 2.4 COMMERCIAL

A commercial member shall be such person, partnership, firm, corporation or other legal entity, who is interested in or is already conducting business with the members of the Society. The commercial members shall not be entitled to vote at, but may receive notice of and attend, meetings of the members of the Society.

## 2.5 ASSOCIATE

An associate member shall be such person, partnership, firm, corporation, or other legal entity which supports the purposes of the Society and wishes to be informed of the activities of the Society. Associate members shall not be entitled to vote at, but may receive notice of and attend meetings of the members of the Society. Associate members do not market or sell any products/services to service providers.

## 2.6 HONOURARY

An honorary member shall be such person as selected by the Board of Directors on the basis that such individual shall have contributed to the welfare, interest and well-being of service providers in British Columbia. The honorary members shall not be entitled to vote at, but may receive notice of and attend meetings of the members of the Society.

### LIFETIME ACHIEVEMENT

The Board of Directors may, by a 75% vote of all Board Directors, confer Honourary Lifetime

Achievement Membership upon any person who has rendered outstanding service to the Association or to its purposes. An Honourary Lifetime Achievement Member shall receive notice of and attend meetings of the Society.

2.7 The Membership Review Committee shall:

1. Interpret and apply the Code of Ethics as per written policy.
2. Review and evaluate the Code of Ethics and make recommendations to the Board.
3. Review concerns brought forth regarding breaches of the Code of Ethics and make recommendations to the Board.

2.8 The membership dues or other fees payable by members shall be determined by the Board of Directors and shall become effective only when confirmed by the members at the annual or special meeting of members.

2.9 The Board of Directors shall determine the day in each year when the membership dues, if any, from each member shall be paid.

2.10 Associate members, honorary members and honorary lifetime achievement members shall be entitled to speak at any meeting of the members of the Society.

2.11 In order to remain in good standing in the Society, a member shall comply with the Bylaws of the Society and pay within sixty (60) days of the due date the membership dues or other fees, if any, for the current year.

2.12 Long-term care, assisted living and independent living membership applicants must ensure that all of their beds/units/suites within their chain of operations are included as part of their new and renewal membership applications in order to have it validated by the Board of Directors on an annual basis. New and renewal membership applications that fail to also include all beds/units/suites covered by the parent organization will not be accepted.

(a) A Franchise Service Provider Member shall pay a single membership fee on behalf of the entire group of independently owned-operated franchises

2.13 The annual membership dues may be waived and/or reduced for a specified period of time for a new or existing Service Provider Member subject to a written request by the applicant and approval by the Board.

2.14 CODE OF ETHICS

The Code of Ethics which the member of the Society will practice and which must govern their conduct shall be as follows:

Service Provider Members shall:

- (a) comply with all bylaws of the Association and will conduct all activities with honesty, integrity, respect, fairness and good faith in a manner which will reflect well upon the industry;
- (b) Serve the residents or clients for whom they are responsible, to the best of their ability, having regard to the total physical, mental and spiritual, and cultural needs and safety of

those residents or clients;

- (c) promote competence of service delivery management through ongoing education;
- (d) endeavour to employ staff with the personality, ability and temperament necessary to ensure every resident or person receiving care has a satisfactory experience;
- (e) strive at all times to be courteous and treat residents, persons in care, persons receiving care, their families and the public with consideration and dignity;
- (f) comply with all acts, regulations and standards relevant to the sector in which care services or housing is provided;
- (g) hold that professional relationships are not to be exploited for personal advantage;
- (h) refrain from any conduct that undermines the role of the Association and the credibility of the sector or any of its members;

Commercial members shall:

- (i) refrain from using the Association's credentials or affiliation to promote or endorse external commercial products or services;

### **PART 3 - TERMINATION OF MEMBERSHIP**

- 3.1 Any member who desires to withdraw from membership in the Society must notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice, the member shall cease to be a member. There shall be no refund of subscription or other fees paid.
- 3.2 Subject to ratification by the Board of Directors, a member shall cease to be a member if the member fails to pay the membership dues or other fees, if any, within sixty (60) days of the due date.
- 3.3 Any member may be expelled from membership for cause by the Board of Directors or by a special resolution of the members at an annual or special general meeting of the Society. The notice calling the meeting, whether an annual or special general meeting, shall contain a specific reference to the fact that such a motion is to be proposed at the meeting.

The Membership Review Committee may recommend termination of membership or any other action it considers appropriate for any member who is in contravention of the Code of Ethics.

The member must receive written notice of the Membership Review Committee's decision to recommend termination or any other action, and must be given an opportunity to be heard at the annual or special general meeting before the special resolution is put to a vote.

#### **3.4 Appeal Process**

- (a) If the Service Provider Member wishes to appeal a finding of the Membership Review Committee, a written request must be submitted to the Membership Review Committee within thirty (30) days of receiving a formal notice of termination.

- (a) Appeals will be forwarded by the Membership Review Committee to the Appeal Committee.
- (b) The Appeal Committee shall consist of the Board of Directors
- (c) The Appeal Committee must review the appeal and make a final decision within 90 days of the appeal being filed and received by the Association.
- (d) At least thirty (30) days notice of the formation of the Appeal Committee, date and location of hearing shall be given to all parties concerned.
- (e) A written copy of the final decision of the Appeal Committee will be provided to the appellant no later than 30 days after the decision has been rendered.

#### **PART 4 - MEETINGS OF MEMBERS**

- 4.1 The annual meeting shall be held once per calendar year at a place within the Province and on a day to be fixed by the Board of Directors. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented. A Board of Directors will be elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed at the annual meeting or if the members of the Society so resolve, by the Board of Directors.
- 4.2 The Nominating Committee will present nominees for election prior to the AGM, in accordance with the board policy Nominating Committee and Nominating Committee Appendix I (Board Membership Matrix). Nominations from the floor are prohibited.
- 4.3 Every notice of an annual or special meeting of the Society shall state the nature of the business of the meeting and such notice shall be given to every member thirty (30) days before such general or special meeting.
- 4.4 Notice of any annual or special meeting shall be deemed to be given to every member if mailed or handed to every member, and in addition notice shall be deemed to be given to every member if a notice of the annual or special meeting is advertised in any daily newspaper circulating throughout the province or the Society's website or publications distributed in electronic form or hardcopy to all members.
- 4.5 The Board of Directors of the Society may call a special meeting of the Society for any purpose.
- 4.6 The rules of procedure at an annual or special meeting shall be determined by the Board of Directors, or if any member objects, the Roberts' Rules of Order shall apply.
- 4.7 Any meetings of the Society may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.
- 4.8 No business shall be transacted at any meeting of the Society unless a quorum is present. Twenty-five percent (25%) of the voting delegates, attending either in-person or by proxy, shall



constitute a quorum of an annual general or extraordinary general meeting of the Society but never less than six (6) persons.

- 4.9 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### 4.10 VOTING RIGHTS OF MEMBERS

Ten percent of the Service Provider Members can require the Directors to call a special meeting of the members of the Society.

- 4.11 Each Service Provider Member shall appoint annually one voting delegate. Only Service Provider Members of the Society in good standing and who have been Service Provider Members for a period greater than 60 days prior to the annual or special meeting can appoint voting delegate(s). Commercial, associate, honorary lifetime achievement and honorary members shall have no voting rights.

(a) A Service Provider Member who is approved as a “Franchise Member” is only entitled to a single vote.

- 4.12 Each Service Provider Member shall notify in writing the President and Chief Executive Officer of the Society in writing of the names, addresses and occupations of the voting delegates appointed by it. Until the Society shall have been notified of any changes or additions to such voting delegates, the current list of such voting delegates at any particular time shall be deemed to be the list of such voting delegates. Each Service Provider Member may replace the voting delegate appointed by it, as necessary.

- 4.13 Voting rights shall be exercised at any meeting of the Society only by voting delegates or their proxies, established in writing. A proxy shall be deposited at the registered office of the Society no later than 7 days prior to the meeting, or such other place as is specified for that purpose in the notice calling the meeting, prior to the time for holding the meeting at which the voting delegate named in the proxy proposes to vote. The proxy may be given to any other voting delegate, who shall be entitled to vote on behalf of the voting delegate who gave the proxy. Proxy votes shall be allowed and shall be valid in respect of one meeting (including adjournments thereof) only.

- 4.14 A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or mental incapacity of the voting delegate or revocation of the proxy, provided no prior notice in writing of the death, mental incapacity or revocation as aforesaid shall have been received at the registered office of the Society or by the Chairman of the meeting or adjourned meeting at which the vote was given.

- 4.15 Unless, in the circumstances, the Society Act requires any other form of proxy, a proxy appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the Board shall approve:

*The undersigned, being a voting delegate of (name of Service Provider Member) hereby appoints \_\_\_\_\_, a voting delegate of \_\_\_\_\_, (or failing that person, a voting delegate of \_\_\_\_\_) as a proxy holder for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_, and at any adjournment of that meeting.*

Signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(signature of voting delegate)

- 4.16 In case of an equality of votes, the Chair will not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.17 The President of the Society, the Vice-President, or in the absence of both, one of the other Directors shall preside as chairman of a members' meeting.
- 4.18 Unless voting on special resolutions, or as otherwise required by the Bylaws, every question shall be decided by a majority of votes. These votes can be conducted through secret ballot or by a show of hands.
- 4.19 Unless a poll is requested by ten percent (10%) of the voting delegates present at any meeting and except as provided in the Bylaws, a declaration by the presiding officer that a resolution is carried or defeated, or is carried or defeated by a particular majority, shall be conclusive. If a poll is required, it shall be taken in a manner directed by the presiding officer and the result declared by that officer shall be deemed the resolution of the meeting.
- 4.20 The scrutineers for the annual general meeting, and for any extraordinary general meeting of the Society, shall be appointed by the chairman.
- 4.21 At a general meeting, resolutions shall only be considered if they have been submitted in writing by a Member Organization to the Resolutions and Annual General Meeting Committee on or before a date established each year by the Board.
- 4.22 Notwithstanding the provisions of Bylaws 4.20 above and subject to the provisions of the Society Act, a resolution submitted in writing to the chair of the meeting at which the resolution is to be considered may be considered when moved and seconded and upon approval to consider the resolution by a majority of the Member Organizations who, being entitled to do so, vote in person or by proxy.
- 4.23 The Board shall have the same right as Member Organizations to propose resolutions in accordance with the provisions of Bylaws 4.20 and 4.21 above.

## **PART 5 - DIRECTORS**

- 5.1 The number of Directors shall not be more than sixteen (16) excluding the past president, and not less than two. Up to five Board Directors shall be designated to represent independent living, assisted living and home care and/or home support members. The recommended geographical and member composition of the Board of Directors shall be set by Board policy which is to be reviewed at least once every two years by the Governance Committee.
- 5.2 The Board will be increased by not more than one to include the immediate past president and this privilege is offered only to those past presidents who remain as active or associate members of the Society, in good standing, throughout their term of office. The immediate past-president will have full voting and other privileges as bestowed upon the Board of Directors under the terms

of these Bylaws.

- 5.3 A Director shall immediately cease to hold office when the Board determines the Director is no longer employed by or directly affiliated with a bona fide Service Provider Member.
- (a) Notwithstanding the above, where a former Director is no longer gainfully employed by or affiliated with a bona fide Service Provider Member they are eligible to be re-appointed back to the Board for a term ending at the next Annual General Meeting.

No person shall be qualified for election as a Director of the Society if he has not attained the age of 21 years.

- 5.4 Where a person ceases to be a director of the Society for any cause, the Board may fill that vacancy until the date of the next annual general meeting, at which time the Society shall elect a person to serve for the unexpired portion of the term then remaining if any.
- 5.5 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.6 Directors shall hold office for a term of three years and as far as possible, the election of Directors shall be staggered so that approximately one third of the new Board of Directors shall be elected each year. Directors are entitled to sit on the Board for a maximum of nine consecutive years.
- 5.7 The management and the administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given by the Bylaws or otherwise expressly confirmed upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf as are not by the Society Act or any of these Bylaws required to be exercised or done by the Society at an annual or special meeting and the Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution and Bylaws of the Society or the Societies Act
- 5.8 The Directors shall determine their own procedure and the quorum shall be simple majority. Meetings of the Directors may be called by the President or two or more members of the Board of Directors. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes the chairperson shall call for a series of secret ballots. 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 by show of hands. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded.
- 5.9 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it has been passed at a meeting of Directors duly called and constituted.
- 5.10 Directors shall be reimbursed by the Society for their receipted out-of-pocket expenses incurred in attending Board and Committee meetings as per the approved Board Travel Policy.
- 5.11 A Director who fails to attend in whole or in part three consecutive regular board meetings without an approved absence will be asked to resign.
- 5.12 No member organization shall have more than 20% of the complete complement of the available

Director positions on the Board. No member organization shall hold more than one home care and/or home support Director position.

### 5.13 NOMINATIONS

Nominations to the Board of Directors as contained in the report of the Nominating Committee, shall be prominently posted in the general vicinity of the place where the annual meeting shall be held, or uploaded in the member portal at least twenty-four hours prior to the date of the annual meeting.

## PART 6 - OFFICERS

6.1 The officers of the Society shall consist of the President, the Vice-President and the Secretary-Treasurer.

6.2 The officers of the Society shall be elected by the Directors from among the Directors at the first meeting of the Directors next following the meeting of the members at which the Directors are elected. To be eligible to act as President, Vice-President and Secretary-Treasurer, they shall have served on the Board for one full year. No person shall hold more than one of the aforesaid elected offices. No person can be elected an officer of the Society unless he shall have been a Service Provider Member for at least a period of one year.

### 6.3 COMMITTEES

The Board of Directors may appoint committees as they shall deem necessary and which shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

### 6.4 PRESIDENT

The President, when present, shall be the chairperson at all meetings. The President shall sign all instruments which require the President's signature and shall have such other powers and duties as may be assigned to them from time to time by the Board of Directors. The President will be elected by the Board of Directors on an annual basis.

### 6.5 VICE-PRESIDENT

The Vice-President shall be vested with all powers and shall perform the duties of the President when the President is for any reason unwilling or unable effectively to act and shall perform such other duties as may from time to time be assigned by the Board. The Vice-President will be elected by the Board of Directors on an annual basis.

### 6.6 SECRETARY-TREASURER

The Secretary-Treasurer shall issue or cause to be issued notices for all meetings of the Board of Directors and members when directed to do so; have charge of the minute book, and sign with the President or other signing officer or officers such instruments as require his signature. The Secretary-Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements and shall have the care and custody of all funds and securities and shall deposit the same in the name of the Society in such banks or with such

depository or depositories as the Board of Directors may direct. He shall at all reasonable times exhibit his books and accounts to any Director upon application to the offices of the Society during business hours.

- 6.7 Officers of the Society may be removed as officers by a majority vote of the Directors. Officers so removed shall remain members of the Board of Directors.

#### **PART 7 – CHIEF EXECUTIVE OFFICER**

- 7.1 The Board of Directors shall have the right by resolution to employ the Chief Executive Officer, fix and alter the amount of the CEO's compensation and dismiss the CEO from the employ of the Society.

#### **PART 8 - BORROWING POWERS**

- 8.1 The Society shall have the power to borrow or raise or secure the payment of money in such manner as the Society shall think fit and without limiting the foregoing, the Society may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's present or future prosperity, and to purchase, redeem or pay off any such security; provided that debentures shall not be issued without the authority of a special resolution of the Society.

#### **PART 9 - AUDITS OF THE ACCOUNTS OF THE SOCIETY**

- 9.1 The Directors shall present before the members of the Society at the annual meeting a financial statement showing the income and expenditure, assets and liabilities, of the Society during the preceding fiscal year; the said financial statement shall be signed by two or more Directors or by the Society's auditor.

#### **PART 10 - THE SEAL**

- 10.1 The seal of the Society shall be kept in the custody of the secretary of the Society
- 10.2 The seal of the Society shall not be affixed to any document or instrument unless authorized by the Directors and then only be and in the presence of such officers as the Directors may authorize and such persons as shall be authorized to affix the seal of the Society and shall sign every instrument to which the seal is affixed in their presence.

#### **PART 11 - MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS**

- 11.1 The Directors shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept.

#### **PART 12 - INSPECTION OF THE RECORDS OF THE SOCIETY**

- 12.1 The books and records of the Society shall be open to the inspection by the Service Provider Members at all reasonable times at the office of the Society during regular business hours.

**PART 13 - ALTERING BYLAWS**

- 13.1 These Bylaws shall not be altered or added to except by special resolution.
- 13.2 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, on request, a copy of the Constitution and Bylaws of the Society.

**PART 14 – PROVISIONS TRANSITIONED FROM CONSTITUTION**

- 14.1 The operations of the Society will be carried on chiefly in the Province of British Columbia.
- 14.2 The Society shall be carried on without the purpose of gain for its members and any profits or benefits to the Society shall be used for promoting its objectives.
- 14.3 In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be donated to a recognized charitable organization in the Province or elsewhere in Canada as directed by its members.
- 14.4 Clauses 14.1, 14.2, and 14.3, of the bylaws were previously unalterable provisions.