



**BC CARE PROVIDERS
ASSOCIATION**

Advocating service excellence for seniors

Constitution & Bylaws

Effective June 2009

TABLE OF CONTENTS

	Page
CONSTITUTION	1
BYLAWS	
<i>PART 1 - INTERPRETATION</i>	3
<i>PART 2 - MEMBERSHIP</i>	4
<i>PART 3 - TERMINATION OF MEMBERSHIP</i>	7
<i>PART 4 - MEETINGS OF MEMBERS</i>	8
<i>PART 5 - DIRECTORS</i>	10
<i>PART 6 - OFFICERS</i>	13
<i>PART 7 - EXECUTIVE DIRECTOR</i>	14
<i>PART 8 - BORROWING POWERS</i>	14
<i>PART 9 - AUDITS OF THE ACCOUNTS OF THE SOCIETY</i>	14
<i>PART 10 -</i> <i>THE SEAL</i>	15
<i>PART 11 -</i> <i>MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS</i>	15
<i>PART 12 -</i> <i>INSPECTION OF THE RECORDS OF THE SOCIETY</i>	15
<i>PART 13 - ALTERING BYLAWS</i>	15

"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 and supportive living services 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 various Regional Representatives comprising 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 encourage legislation 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.
3. The operations of the Society will be carried on chiefly in the City of Vancouver, in the Province of British Columbia.
4. 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.
5. 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.

6. Clauses 4, 5 and 6 of this Constitution are unalterable.

BYLAWS

PART 1 - 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 "Executive Director" 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) Home/Community Care
 - (b) Congregate Care/Assisted Living
 - (c) Residential/Chronic Care
- 1.6 "The Membership Review Committee" means the committee chaired by a Board appointee established to review membership applications and 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.
- 1.7 The definitions in the Society Act on the date these Bylaws come into effect apply to these Bylaws.
- 1.8 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.

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 residential and supportive living services in British Columbia.
- b) The Membership Review Committee will review applications for membership in the Society and provide recommendations to the Board of Directors. The Board of Directors has the discretion to accept or reject the recommendations of the Membership Review Committee.

2.2 MEMBERSHIP CLASSIFICATIONS

There shall be the following classes of membership:

- (a) Active
- (b) Commercial
- (c) Associate
- (d) Honorary

2.3 ACTIVE MEMBERSHIP

An active member shall be a person, partnership, corporation or other legal entity who/which provides residential and supportive living services in British Columbia. When an active member divests itself of providing such services, its membership in the Society shall be transferable to the new service entity.

2.4 COMMERCIAL MEMBERSHIP

A commercial member shall be such person, partnership, firm, corporation or other legal entity, who is interested in 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 MEMBERSHIP

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.

2.6 a) HONORARY MEMBERSHIP

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 care facilities and community care agencies 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. At the discretion of the Board of Directors an honorary member may be required to pay a subscription fee. An honorary member shall be eligible to serve on any committee at the discretion of the Board of Directors. Appointment as an honorary member will be reviewed every two years.

b) HONORARY LIFETIME ACHIEVEMENT MEMBERSHIP

The Board of Directors may, by a 75% vote of Board Directors, confer Honorary Lifetime Achievement Membership upon any person who has rendered outstanding service to the Association or to its purposes. An Honorary Lifetime Achievement Member shall have the right to vote at any special or general meeting of the Association and to serve on any committee at the discretion of

- the Board of Directors and may receive notice of and attend meetings of the Society.
- 2.7 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 subscription fee, if any. The exercise of the said discretion is subject to review at any meeting of the members of the Society.
- 2.8 The Membership Review Committee shall:
1. Guide and monitor the membership application and approval process as directed by the Board of Directors.
 2. Interpret and apply the Code of Ethics.
 3. Review and evaluate the Code of Ethics and make recommendations to the Board.
 4. Review concerns brought forth regarding breaches of the Code of Ethics and make recommendations to the Board.
- 2.9 The subscription or annual fee for each class of members, if any, shall be determined by the Board of Directors subject to review by the members at a meeting of the members of the Society.
- 2.10 The Board of Directors shall determine the day in each year when the subscription or annual fee, if any, from each member shall be paid.
- 2.11 Associate members and honorary members shall be entitled to speak at any meeting of the members of the Society.
- 2.12 It is the duty of each member, in order to remain in good standing in the Society, to comply with the Bylaws of the Society and pay within ninety (90) days of the due date the subscription or other fees, if any, for the current year.
- 2.13 There shall be a subscription or other fee payable by members except such, if any, as shall be fixed from time to time by the Board of Directors and which subscription or other fees shall become effective only when confirmed by the members at the annual or other special meeting of members. If an active member shall operate or be affiliated with more than one facility or agency, he shall be required to pay the membership subscription or other fee for each such facility or agency in order to retain an active membership.
- 2.14 CODE OF ETHICS
- The Code of Ethics which the member of the Society shall strive to practice and which should govern their conduct shall be as follows:
- Members shall fulfil their responsibilities by:
- (a) complying 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) providing adequate facilities and shall 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 needs and safety of those residents or clients;
- (c) promoting competence of service delivery management through ongoing education and shall endeavour to employ staff having good moral character, and satisfactory experience, competency and compassion;
- (d) striving at all times to be courteous and treat with consideration and dignity their residents or clients and families of residents or clients as well as the public at large;
- (e) endeavoring to comply with all acts, regulations and standards relevant to the sector in which services are provided;
- (f) holding that professional relationships are not to be exploited for personal advantage;
- (g) refraining from participating in publicity that undermines the role of the Association and the credibility of the private sector;
- (h) respecting the confidentiality of the Association and will refrain from using the Association's credentials or affiliation to promote or endorse external commercial products or services;
- (i) using the Code of Ethics to further interests of the industry.

PART 3 - TERMINATION OF MEMBERSHIP

- 3.1 Any member who desires to withdraw from membership in the Society may 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 provided that no subscription or other fees are in arrears. There shall be no refund of subscription or other fees paid.
- 3.2 A member shall cease to be a member if the member fails to pay the subscription or other fees, if any, within ninety (90) 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 meeting of the Society. The notice calling the meeting, whether an annual or special meeting, shall contain therein 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 in contravention of the Code of Ethics.

3.4 Appeal Process

- (a) If the respondent wishes to appeal, a written request must be submitted to the Membership Review Committee within thirty (30) days of receiving a formal notice from the Association.
- (b) Appeals will be forwarded by the Membership Review Committee to the Appeal Committee which shall consist of:
 - i) An appointed chair by the Board;
 - ii) Two Association members chosen from the respondent's region and sector by the Board.
- (c) 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.
- (d) At the conclusion of the hearing, the Appeal Committee will write a detailed report with recommendations to the Board of Directors within five (5) days of said conclusion.

- 3.5 The Appeal Process notwithstanding, if notice is served to expel a member at an annual meeting or special meeting, the respondent shall have the right to speak on his or her behalf. Such notice to be served to the membership or Society at least thirty (30) days prior to the proposed meeting.

PART 4 - MEETINGS OF MEMBERS

- 4.1 The annual meeting shall be held within 180 (one hundred and eighty) days following the fiscal year end of March 31st, of each 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 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.
- 4.3 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 newsletter.
- 4.4 The Board of Directors of the Society may call a special meeting of the Society for any purpose.

- 4.5 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.
- 4.6 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.
- 4.7 No business shall be transacted at any meeting of the Society unless a quorum is present. Twenty-five percent (25%) of the voting delegates shall constitute a quorum of an annual general or extraordinary general meeting of the Society but never less than six (6) persons.
- 4.8 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.

4.9 VOTING RIGHTS OF MEMBERS

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

- 4.10 Each active member shall notify annually the President and Executive Director 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 active member may replace the voting delegate appointed by it, as necessary.
- 4.11 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, 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.
- 4.12 A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the voting delegate or revocation of the proxy, provided no prior notice in writing of the death, insanity 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.
- 4.13 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 active 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 _____, 19__ and at any adjournment of that meeting.

Signed this ___ day of _____, 19__.

(signature of voting delegate)

- 4.14 In case of an equality of votes the chairman 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.
- 4.15 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.
- 4.16 Unless voting on special resolutions, or as otherwise required by the Bylaws, every question shall be decided by a majority of votes.
- 4.17 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 by a secret ballot in a manner directed by the presiding officer and the result declared by that officer shall be deemed the resolution of the meeting.
- 4.18 The scrutineers for the annual general meeting, and for any extraordinary general meeting of the Society, shall be appointed by the chairman.
- 4.19 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.
- 4.20 Notwithstanding the provisions of Bylaws 4.19 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.
- 4.21 The Board shall have the same right as Member Organizations to propose resolutions in accordance with the provisions of Bylaws 4.19 and 4.20 above.

PART 5 - DIRECTORS

- 5.1 The first Directors of the Society shall be appointed by the subscribers to this Constitution and Bylaws. These directors shall all retire at the first annual meeting. Thereafter, the number of directors shall not be more than fifteen (15) excluding the past president.
- 5.2 (a) The society shall have up to eight (8) Regional Board Directors elected from throughout the Province and the territorial areas for each Region shall be determined from time to time by the Board of Directors. The number of Directors from each Region shall be determined by the Board of Directors. The Board of Directors has designated that the Regions will correspond to the Health Authority boundaries.
- The Society shall have up to three (3) Sector Board Directors based on the following membership Sector groupings.
- i. Home/Community Care
 - ii. Congregate Care/ Assisted Living
 - iii. Residential/Chronic Care
- (b) Each Regional Board Director will serve as the local Association representative or contact person in a Region and maintain regular liaison with the Regional members and the Association office.
- Each Sector Board Director will serve as the Association representative or contact person for that Sector and maintain regular liaison with Sector members and the Association office.
- (c) No member organization shall have more than 20% of the complete complement of the available Director positions on the Board.
- (d) The Regional and Sector Board Directors will be elected Regionally and Sectorally by the active members within each Region and Sector and the Board will establish the procedure and protocol for Regional and Sector elections. A Region or Sector must have five (5) or more members in order to elect Directors.
- (e) The Board of Directors can appoint up to three (3) additional Board Directors to ensure that all of the membership Regions, Sectors and that both private and non-profit members are represented on the Board.
- 5.3 The Board will be increased by not more than one to include as honorary director 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 honorary director will have full voting and other privileges as bestowed upon the Board of Directors under the terms of these Bylaws.
- 5.4 Except for the honorary directors a director must be an active member in good standing or a shareholder, officer, director or employee of an active member in good standing. No person shall be qualified for election as a Director of the Society if he has not attained the age of 21 years.

- 5.5 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.
- 5.6 No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.
- 5.7 The term of office for the directors shall be for a term of two years and that as far as possible, the election of directors shall be staggered so that approximately one half of the new Board of Directors shall be elected each year.
- 5.8 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.
- 5.9 The directors shall determine their own procedure and the quorum shall be simply 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 dissent. 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.
- 5.10 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.
- 5.11 Directors shall receive remuneration from the Society for their receipts out of pocket expenses incurred in attending Board and Committee meetings.
- 5.12 Directors shall cease to hold office if they or the entity they are representing ceases to be an active member of the Society.
- 5.13 Ten percent of the active members can require the directors to call a special meeting of the members of the Society for the purpose of removing any member of the Board of Directors and/or substituting a new member in that position.
- 5.14 The Board of Directors shall appoint committees as required to fulfill duties as assigned to them by the Board. The chairmen of such committees shall be appointed by the President of the Society.
- 5.15 NOMINATIONS

Nominations for 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, at least twenty-four hours prior to the date of the annual meeting, provided however, that nominations shall remain open until the holding of such election and further nominations may be made from the floor by an individual who is a voting member.

PART 6 - OFFICERS

- 6.1 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. The same person shall not hold any more than one of the aforesaid elected offices. No person can be elected an officer of the Society unless he shall have been an active member for at least a period of one year. 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.

The Board of Directors after having elected the President will appoint a director at large to replace the sector or region that the President had been representing.

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

6.3 PRESIDENT

The President, when present, shall be the chairperson at all meetings. He shall sign all instruments which require his signature and shall have such other powers and duties as may be assigned to him from time to time by the Board of Directors.

6.4 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. The individual elected as Vice-President does not automatically become President unless so elected by the Board of Directors.

6.5 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.

- 6.6 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 - EXECUTIVE DIRECTOR

- 7.1 The Board of Directors shall have the right by resolution to employ the Executive Director, fix and alter the amount of his compensation and dismiss him 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 members of the 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 active members at all reasonable times at the office of the Society.

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.