

**HOSPICE KING AURORA
PROPOSED BY-LAW CHANGES 2011**

ITEM	FROM	TO	OLD SECTION #	NEW SECTION #
General Document Changes	Formatting of the entire document changed Order of the Sections changed Language changes, including additional detail in duties, explanations and interpretations			
Definitions, Fundamental Terms and Interpretation	Interpretation includes Singular/plural; masculine/feminine	Definition of terms added Objects of the Corporation added Interpretation expanded	XXXIV	1
Membership	Any individual may become a member by application in writing to the Board of Directors No expiry/termination of membership noted	Members are individuals who have contributed a minimum of 10 hours of volunteer service or a minimum of \$100 in cash Membership for one fiscal year (April 1 to March 31) Application required; to be available on web site	XXII	2.01(a)(iv)(1) 2.01(d) 2.03(b)(ii)
Membership meetings	Notification by mail Quorum of 3 individuals No proxy Attendance and voting in person only	Notification by fax and electronic means added Quorum of 3 individuals Proxy to Board Chair or Secretary added Attendance and voting by telephone or electronic means permitted at discretion of the Chair	XXIV XXVII XXVIII	2.04(d) 2.04(g) 2.04(k) 2.04(m)
Procedure	Unspecified	Robert's Rules of Order to be used		2.04(n)
Qualifications of Directors	None	Directors must: Be a Member of HKA Be over the age of 18 Not be an employee or family member of an employee Not be an undischarged bankrupt Be mentally competent		3.01(c)
Maximum Term for Directors	None	Two three year terms One year off before re-election to subsequent term(s)	V	3.03(c)
Resignation/Removal of a Director	Resignation No removal criteria	Removal due to: Lack of qualification as a member (per above)	VI	3.04(b)

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		Resolution of the membership Absence (over 51% of meetings) Removal by order under the Act Death		
Vacancies on the Board	Board may fill vacancies prior to AGM from membership	Board to fill vacancies within 90 days if possible from suitable candidates	VI	3.05(a)
Authority of the Board	General powers noted	Specific authority outlined, including: To ensure compliance with the Letters Patent and the Corporations Act To regularly review the function of HKA and report to the membership To recruit, appoint and delegate authority to the ED To collaborate with other organizations To engage appropriate employees and agents To establish other offices and/or agencies as deemed appropriate To enable the raising of funds for HKA and to personally support fundraising efforts To establish policies and procedures relative to administration and program	XI	3.06
Directors' Conflict of Interest	None	Conflict re Directors and family members, includes disclosure, procedure and consequences		3.09
Meetings	No minimum # of meetings	Minimum 4 meetings per year Meeting within 30 days of AGM to elect Officers	VII	3.10(a)
Board voting	Chair has vote plus tie breaker	Chair has tie breaker vote only	X	3.10(i)
Telephone/electronic meetings	None	With consent and a Board Resolution addressing security concerns		3.10(l)
Confidentiality	None	For Board, Employees and Volunteers		3.10(m)
Attendance of others at Board meetings	None	Board meetings shall be open to members and others as invited by the Board		3.10(n)
In Camera	None	Confidential matters may be held in camera		3.10(o)

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Board Minutes	No signature required	Signed by President or Secretary		3.10(k)
President of the Corporation	Chair of the Board	President of the Corporation, is the Chair of meetings of the Board and meetings of the members	XVI	4.02(a)
Definition of Executive Director	Not specified	Responsible for organization and management Ensure structures and systems are in place for programs and management To ensure effective human resources and to employ and discharge staff To assist in the fulfillment of the Constitution To be an officer of the Corporation To be an ex-officio and non-voting member of all committees To report of operations at the AGM To attend all Board meetings		4.02(e)
Qualification of officers	Not specified	Over age of 18 A member and Director of HKA	XIX	4.03
Term of officers	Not specified	two year term, maximum of two terms, may be extended 1 year		4.07
Resignation and removal of officers	Not specified	As per resignation of a Director		4.08
Terms of engagement for employees & volunteers	Not specified	All are subject to the authority of the Board and are to further the objects of the Corporation		4.09
Remuneration of employees	Not specified	To be established by the Board, or by committee and ratified by the Board		4.10
Committee terms of reference	Not specified	Comprised of members and/or volunteers 2 year term, maximum 3 terms Standard terms of reference, similar to those of the Board		5.5.1
Other Committees	Executive and Fundraising	Executive Committee specified	IV(a)	5.2

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	Committees specified Other Committees at the discretion of the Board	Other Committees at the discretion of the Board.	IV(b)	5.3
Protection and indemnity	Directors, officers and others protected except in case of wilful neglect	Directors, officers and others are protected in the except in case of wilful neglect	XIV	6.01
Board Policies	None	Board may adopt and amend policies as needed		7.01
Waiver, dispute resolution	None	Members, directors etc waive right to take action against HKA Disputes shall go to mediation then arbitration		8.01-8.03
Year end	December 31	March 31 as approved by CRA	XXIX	9.01
Annual Statements and Budget	None	To be prepared and presented by treasurer		9.02
Auditor	None	To be appointed at the AGM		9.03
Head office	King Township or elsewhere in Ontario by special resolution	Within the Region of York	I	10.04
Amendment of Letters Patent and By-laws	Not specified	Letters Patent - Passed by 75% of Board and ratified by 75% of members By-laws Passed by 2/3 of Board and ratified by 2/3 of members		11.01 11.02

Sources:

Ontario Not for Profit Incorporator's Handbook: http://www.attorneygeneral.jus.gov.on.ca/english/family/pgt/nfpinc/charities.asp#public_guardian

Canada Not-For Profit Corporations Act, Wayne Warren, Gowling Lafleur Henderson LLP, 2009 at <http://www.thefreelibrary.com/Canada+Not-For-Profit+Corporations+Act-a0207550304>

Ins and Outs of the *Canada Not-for-Profit Corporations Act*, Jane Burke-Robinson, Carters Professional Corporation, 2009

Bill 212 Brings Significant Reform To The Regulation Of Charities In Ontario, Terence S. Carter, Carters Professional Corporation, 2009 and other resources at www.charitylaw.ca

Guide to Good Governance, Anne Corbett & James M. Mackey, Governance Centre of Excellence, 2009

Field Guide to Developing and Operation Your Nonprofit Board of Directors, Carter McNamara, 2002

Charities and Not-for-Profit Administration and Governance Handbook, Donald J. Bourgeois, 2001