



BOARD RESOLUTION OF SAFECARE BC HEALTH AND SAFETY ASSOCIATION APPROVING AMENDMENTS OF BYLAWS

PART I – INTERPRETATION

1. Be it resolved that section 1.1 (d)(ii) of the bylaws be amended to read:

a resolution that has been submitted to all of the directors and consented to in writing by **two-thirds** of the directors who would have been entitled to vote on it in person at a meeting of the Board;

2. Be it resolved that section 1.1 (i) of the bylaws be amended to read:

“Designated Organization” means a corporation or society incorporated in British Columbia that is not a Long Term Care or **Home Care Provider** and that:

- i. is designated by WorkSafeBC as belonging within a classification unit that qualifies the corporation or society for membership in the Association; and
- ii. is current in the payment of all obligations to WorkSafeBC;

3. Be it resolved that section 1.1 (n) of the bylaws be amended to read:

“members” means

- i. Long Term Care Providers;
- ii. **Home Care Providers;**
- iii. Designated Organizations;
- iv. Those other corporations or individuals who have become members in accordance with these bylaws and have not ceased to be members,

and a “member” means any one of them;

4. Be it resolved that section 1.1 (o) (ii) of the bylaws be amended to read:

“ordinary resolution” means: a resolution that has been submitted to all of the members and consented to in writing **by two-thirds of the members** who would have been entitled to vote on it in person at a general meeting of the Association;

5. Be it resolved that section 1.1 (r) of the bylaws be amended to read:

“Societies Act” means the *Societies Act* R.S.B.C. 2015, c. 18 as amended from time to time;



6. Be it resolved that section 1.1 (s) (i) of the bylaws be amended to read:

a resolution passed at a general meeting of the Association by a majority of not less than two-thirds of the votes cast by those members entitled to vote at such meeting; or

7. Be it resolved that section 1.1 (t) of the bylaws be removed:

“Transition Date” means the date referred to in section 5.6 when the permanent Board structure defined in section 5.7 is implemented in accordance with these bylaws;

8. Be it resolved that section 1.1 (w) of the bylaws be amended to read:

“Home Care Provider” means a corporation or society incorporated in British Columbia that:

- i. provides home care and support services to clients residing in the community;
- ii. is designated by WorkSafeBC as belonging within a classification unit that qualifies the corporation or society for membership in the Association; and
- iii. is current in the payment of all obligations to WorkSafeBC;

9. Be it resolved that section 1.2 of the bylaws be amended to read:

Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.

PART II - MEMBERSHIP

10. Be it resolved that section 2.1 of the bylaws be amended to read:

The members of the Association are the members as at the date of adoption of these bylaws, Long Term Care Providers, Home Care Providers, Designated Organizations and those persons or corporations who subsequently have been accepted as members in accordance with these bylaws and, in either case, have not ceased to be members.

Long Term Care Providers, Home Care Providers, and Designated Organizations shall become members without application to, or acceptance by, the Board or any other action and shall automatically cease to be members upon ceasing to be Long Term Care Providers, Home Care Providers, or Designated Organizations as defined under these bylaws.



11. Be it resolved that section 2.2 of the bylaws be amended to read:

The Board in its discretion may accept applications for membership and admit into membership individuals or organizations having a connection to the Long Term Care or **Home Care** industry. Persons or organizations accepted into membership under this section shall be non-voting members and shall pay such membership fees and comply with such requirements as may from time to time be prescribed by the Board.

12. Be it resolved that section 2.3 of the bylaws be amended to read:

Agreement with and commitment to the following Mission Statement and Guiding Principles shall be expected as a reasonable standard for the members of the Association.

- (a) **Mission Statement:** to promote safe and healthy workplaces across BC's **continuing care sector** by providing training to reduce the severity and overall number of injuries among **continuing care** workers and thereby lowering costs related to injuries in the workplace.
- (b) **Guiding Principles:** The Association intends to achieve its mission through the following guiding principles:
 - i. Openness and transparency
 - ii. Providing value for money
 - iii. Ensuring access to programs/services across BC
 - iv. Collaborating with **continuing care industry** associations in a cooperative and supportive manner
 - v. Partnerships with key stakeholders
 - vi. Focusing on evidence based programs and initiatives
 - vii. Constantly innovating and sharing best practices

13. Be it resolved that section 2.4 of the bylaws be amended to read:

There shall be no annual membership dues payable by Long Term Care Providers, **Home Care Providers**, and Designated Organizations. The Board may by Board Resolution prescribe membership fees to members admitted pursuant to section 2.2.

14. Be it resolved that section 2.5 of the bylaws be amended to read:

A member other than a Long Term Care Provider, **Home Care Provider**, or Designated Organization may withdraw from the Association by delivering its resignation in writing to the secretary of the Association or delivering the resignation to the address of the Association.



15. Be it resolved that section 2.6 of the bylaws be amended to read:

A member other than a Long Term Care Provider, **Home Care Provider**, or Designated Organization shall immediately cease to be a member of the Association:

- a. upon the date which is the later of the date of delivering the member's resignation in writing to the secretary of the Association or to the address of the Association and the effective date of the resignation stated therein; or
- b. on being expelled.

16. Be it resolved that section 2.7 of the bylaws be amended to read:

A member other than a Long Term Care Provider, **Home Care Provider**, or Designated Organization may be expelled by a two-thirds (2/3rds) majority vote of the members. The Board shall give to a member notice in writing not less than seven (7) days prior to a meeting at which a proposed resolution to expel him or her from membership in the Association will be considered and such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the directors may give the membership similar notice thereof. The member that is the subject of the proposed resolution shall be given an opportunity to be heard at the members meeting before the resolution is put to a vote. All members of the Association agree that any of the following shall be full and sufficient reasons for expulsion from membership in the Association:

- a. immoral or unethical conduct occurring under the auspices of the Association;
- b. failure to be in good standing as described in bylaw 2.8.

17. Be it resolved that section 2.8 of the bylaws be amended to read:

All members meeting the definition of Long Term Care Provider, **Home Care Provider**, and Designated Organization under these bylaws are deemed to be in good standing. All other members are in good standing except a member that has not paid the prescribed membership fee or who the Board, in its discretion, determines is no longer committed to furthering the objects of the Association as set out in the constitution.

PART III - MEETINGS OF MEMBERS

18. Be it resolved that section 3.1 of the bylaws be amended to read:

The general meetings of the Association shall be held at such time and place, in accordance with the **Societies Act**, as the Board shall decide.



19. Be it resolved that section 3.4 of the bylaws be amended to read:

The Association shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Notice may be given via email.

20. Be it resolved that section 3.7 of the bylaws be amended to read:

An annual general meeting shall be held at least once in every calendar year

PART IV - PROCEEDINGS AT GENERAL MEETINGS

21. Be it resolved that section 4.11 of the bylaws be amended to read:

Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

22. Be it resolved that section 4.16 of the bylaws be amended to read:

A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Association is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

23. Be it resolved that section 4.18 of the bylaws be adopted to read:

Voting members of a society may send to the Association a notice of a matter that the members propose to have considered at an annual general meeting, in accordance with the *Societies Act*.

24. Be it resolved that section 4.19 of the bylaws be adopted to read:

The Association, or a person acting on behalf of the Association, does not incur any liability merely because the society or person complies with section 4.18.

25. Be it resolved that section 4.20 of the bylaws be amended to read:

The Association is not required to comply with section 4.18 if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.



PART V - DIRECTORS

26. Be it resolved that section 5.5 of the bylaws be amended to read:

The number of directors shall be the number in office as at the date of adoption of these bylaws and subsequently as at the Transition Date as the number specified in section 5.7.

27. Be it resolved that section 5.6 of the bylaws be removed:

The directors in office as at the date of adoption of these bylaws shall be an interim Board (the "Interim Board") and shall take such steps as are necessary to implement the permanent Board structure defined in section 5.7. The date of implementation of the permanent Board structure ("the Transition Date") shall take place on or before November 30, 2014.

28. Be it resolved that section 5.7 of the bylaws be amended to read:

Permanent Board Structure.

The Board shall consist of no more than 13 directors, eight of whom shall be elected by the voting members and five of whom shall be appointed as provided below.

- **Not-for-profit employer representative:** The position of Not-for-profit employer representative shall be an elected position with candidates limited to persons having a senior leadership role with a not-for-profit organization providing long term residential care.
- **Private employer representative:** The position of Private employer representative shall be an elected position with candidates limited to persons who are for-profit long term care facility owners or operators having a business background.
- **Professional (medical/legal) representative:** The position of Professional (medical/legal) representative shall be an elected position with candidates limited to persons who are long term care facility owners or managers having a medical or legal background.
- **At Large Director (Employer):** The position of At Large Director (Employer) shall be an elected position with candidates limited to persons who are long term care facility owners or operators having a business background.
- **At Large Director (Employer):** The position of At Large Director (Employer) shall be an elected position limited to persons with a senior leadership role within an organization providing home care and support services.



- **At Large Director (Employer):** The position of At Large Director (Employer) shall be an elected position with candidates limited to persons who are owners or operators of a home care and support services organization.
- **At Large Director (Frontline Worker):** The position of At Large Director (Frontline Worker) shall be an elected position with candidates limited to persons who are frontline workers actively employed in a long term care facility.
- **At Large Director (Frontline Worker):** The position of At Large Director (Frontline Worker) shall be an elected position with candidates limited to persons who are frontline workers actively employed in a home care and support services organization.
- **Industry association representatives:** Two industry association representatives will be appointed as directors of the Association, one by the Denominational Health Association and the other by the BC Care Providers Association, and both in accordance with the Board Policy Manual.
- **Employee representatives:** Two employee representatives will be appointed as directors of the Association by unions representing employees in the long term care and home care sector in accordance with the Board Policy Manual.
- **Past-Chair Director:** The position of Past-Chair Director shall be filled by the outgoing Chair of the SafeCare BC Board of Directors upon the completion of his or her term as Chair. For the purposes of this position, the term for the Past-Chair Director shall end upon his or her successor's completion of term as Chair. This position may be combined with any of the above-stated director positions, pursuant to these bylaws and the Board Policy Manual.

29. Be it resolved that section 5.8 of the bylaws be removed:

Elected directors shall be elected at an extraordinary meeting to be organized by the Interim Board of the Transition Date. Thereafter elected directors shall be elected by the numbers at the annual general meeting as provided in these bylaws.

30. Be it resolved that section 5.9 of the bylaws be amended to read:

Appointed directors shall be appointed in writing by the organizations having the right to appoint a representative as set out in section 5.7 and the Board Policy Manual provided that all appointed directors must comply with the requirements in section 5.4. The Board shall take all reasonable steps in advance of each annual general meeting to confirm the Appointed Directors to take office or to continue in office at each annual general meeting in accordance with the Board Policy Manual.



31. Be it resolved that section 5.10 of the bylaws be removed:

Upon the election of elected directors on the Transition Date and the confirmations of appointed directors by the Interim Board on the Transition Date the members of the Interim Board shall automatically cease to be directors.

32. Be it resolved that section 5.18 of the bylaws be amended to read:

The members may by **special resolution** remove a director before the expiration of such director's term of office and may elect a person as a replacement director if the director was an elected director subject to these bylaws and determine the term of such replacement director. In the case of the removal of an appointed director, the organization entitled to appoint the removed director under section 5.7 shall appoint a replacement director subject to these bylaws and the Board Policy Manual.

33. Be it resolved that section 5.19 of the bylaws be amended to read:

Notwithstanding the foregoing bylaws, if an elected director ceases to hold office during his or her term for any reason other than removal by **special resolution**, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

34. Be it resolved that section 5.21 (c) of the bylaws be amended to read:

upon being removed by a **special resolution**;

35. Be it resolved that section 5.21 (e) of the bylaws be adopted to read:

upon no longer meeting the eligibility criteria of the director position which he or she is currently filling, for a period of three consecutive Board meetings.

36. Be it resolved that section 5.25 of the bylaws be amended to read:

In investing the funds of the Association, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent. Subject to the provisions of **the Societies Act**, a director shall not be liable for any loss which may result from any such investment.

PART VI - PROCEEDINGS OF THE BOARD

37. Be it resolved that section 6.8 of the bylaws be amended to read:

Any issue at a meeting of the Board which is not required by these bylaws or the **Societies Act** to be decided by a resolution requiring more than a simple majority shall be decided by a Board Resolution.



38. Be it resolved that section 6.11 of the bylaws be amended to read:

A Board Resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart. A Board Resolution in writing shall be deemed passed if it receives a minimum of two-thirds support of all Directors eligible to vote on the resolution.

39. Be it resolved that section 6.13 of the bylaws be amended to read:

The following four (4) representatives shall be entitled to receive notice of, to attend at, and to participate in, meetings of the Board, but shall not be entitled to vote at meetings of the Board and shall not be directors of the Association for the purposes of the Societies act. The representative identified below may be excluded from in camera sessions of the Board in the discretion of the Board.

- **Human Resource Services Representative:** this representative shall be employed by a SafeCare BC member, have a human resource background, and be elected annually by the members at the annual general meeting.
- **SafeCare BC Health and Safety Association Executive Director:** appointed by the Board pursuant to part 10 of these bylaws.
- **British Columbia Care Providers Association Chief Executive Officer**
- **WorkSafeBC representative:** this representative will be appointed in writing by WorkSafeBC

40. Be it resolved that section 6.14 of the bylaws be adopted to read:

A person shall immediately cease to be a representative of the Association:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Association and the effective date of the resignation stated therein; or
- (b) upon his or her death;
- (c) upon being removed by a special resolution, in the case of elected representative positions;



(d) in the case of an appointed representative upon being replaced by the organization entitled to appoint such representative under section 6.13 subject to these bylaws; or

(e) upon no longer meeting the eligibility criteria of the representative position which he or she is currently filling, for a period of three consecutive Board meetings.

PART VIII - DUTIES OF OFFICERS

41. Be it resolved that section 8.7 (a) of the bylaws be amended to read:

The Treasurer shall be responsible for making the necessary arrangements for the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and

PART XII – AUDITOR

42. Be it resolved that section 12.3 of the bylaws be amended to read:

At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Societies Act*.

43. Be it resolved that section 12.4 of the bylaws be amended to read:

An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.

PART XIV – MISCELLANEOUS

44. Be it resolved that section 14.5 of the bylaws be removed:

Subject to an order of the Registrar pursuant to the *Society Act* stating that the Association is a “reporting Association” as defined under the *Society Act*, the Association shall be deemed to be a “reporting Association”.

45. Be it resolved that section 14.8 of the bylaws be adopted to read:

Pursuant to the *Societies Act*, members’ access to records as described in Section 20 (2) in the *Societies Act* is restricted, except in cases as described in Section 24 (2) (a) of the *Act*.



46. Be it resolved that section 14.10 of the bylaws be adopted to read:

In the event of dissolution or winding up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to the original funder or its successor. This clause is alterable.

PART XIV – INDEMNIFICATION

47. Be it resolved that section 15.1 of the bylaws be amended to read:

Subject to the provisions of the *Societies Act*, each director or officer of the Association who has properly undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

