

CONSTITUTION
OF
BRITISH COLUMBIA FUNERAL ASSOCIATION

1. The name of the Society is British Columbia Funeral Association (the “**Association**”).
2. The purposes of the Association are to:
 - A. BE, to the public at large, the leading resource for information and education about the value of the work performed and the important role funeral service professionals play in the provision of dignified funeral, interment and cremation service.
 - B. COLLABORATE, through the mutual exchange of ideas, discussion of issues of common concern and the study of funeral, interment and crematorium operator practices and future trends with like-minded professionals and organizations sharing common cause with the funeral service profession.
 - C. FOSTER, within the funeral service profession, the provision of funerals, bereavement rites, ceremonies, and interment and crematorium operator services in accordance with only the highest standards of professional ethics, integrity and proficiency.
 - D. ADVOCATE for, develop and deliver to funeral service professionals the primary and continuing professional education programs and seminars that will assist them to achieve the highest standard of service to their community; and support, encourage and promote the pursuit of careers in the funeral service profession.
 - E. REPRESENT the best interests of the funeral service profession and funeral service professionals to and with government and other regulatory agencies on all matters relating to the establishment and enforcement of legislation and regulation that may affect the funeral service profession.
 - F. CHAMPION and reinforce, at every opportunity within the community; the value of holding funerals, bereavement rites and ceremonies; the importance and worth of having permanent cemetery memorialization for every deceased; and, the significant historical memory and community heritage that is present in a cemetery.

BYLAWS
OF
BRITISH COLUMBIA FUNERAL ASSOCIATION

1. DEFINITIONS & INTERPRETATION

1.1 In these Bylaws:

“Association” means the British Columbia Funeral Association;

“Board” means the Board of Directors of the Association;

“Cremation, Interment and Funeral Services Act” means the *Cremation, Interment and Funeral Services Act* of the Province of British Columbia as from time to time enacted and all amendments to it and includes any regulations made in pursuance of it;

“Director” means any director of the Association appointed under these Bylaws, and **“Directors”** will mean two or more of them;

“funeral service” means:

- a. arrangements and services related to the interment or cremation of human remains,
- b. care and preparation of human remains for purposes related to paragraph (a);
- c. bereavement rites and ceremonies;
- d. the supply of goods incidental to and as part of arrangements, services, care, preparation and bereavement rites and ceremonies referred to in paragraphs (a) to (c);

“funeral service establishment” means a funeral service establishment, place of interment or crematorium licensed under the Cremation, Interment and Funeral Services Act;

“funeral service profession” means funeral service providers, place of interment operators, crematorium operators and those individuals, businesses or organizations that supply goods and services incidental to and as part of arrangements, services, care, preparation and bereavement rites and ceremonies provided by funeral service providers, place of interment operators and crematorium operators;

“funeral service professional” means a person who may be directly or indirectly involved in the ownership, management, arrangement, supervision or delivery of funeral service;

“**licensed provider**” means an individual, proprietorship, partnership, corporation, Trust, or non-profit organization that own or operate an establishment or business licensed under the Cremation, Interment and Funeral Services Act to provide funeral services in B.C.;

“**member**” means a member of the Association, and “**members**” means any two or more of them; “**membership**” means the collective members of the Association.

“**Officer**” means any officer of the Association appointed under these Bylaws, and “**Officers**” will mean any two or more of them;

“**Societies Act**” means the *Societies Act* of the Province of British Columbia as from time to time enacted and all amendments to it and includes any regulations made in pursuance of it.

- 1.2 Except where context otherwise requires, definitions of specific words in the definitions section of the constitution and the Bylaws of the Association, the Societies Act and any other statute that may be applicable to the Association and its members will apply to these Bylaws.
- 1.3 In these Bylaws words imparting the singular include the plural and vice versa; and words imparting a male person include a female person and the Association.
- 1.4 The division of these Bylaws into sections and paragraphs and the insertion of headings and the index are for convenience and reference only and do not affect the interpretation of the Bylaws.

2. MEMBERSHIP

- 2.1 The members of the Association are those individuals, proprietorships, partnerships, corporations, trusts, and non-profit organizations who are or become and continue to be members in accordance with these Bylaws. Membership is open to all funeral service professionals, including but not limited to funeral service providers, cemetery and crematorium operators; monument and memorial dealers; casket and urn retailers and suppliers; consultants and suppliers to funeral service providers; affiliated health, end of life and bereavement care organizations, and other professionals or organizations and associations that may have common cause with the funeral service profession.
- 2.2 All members will subscribe to the Constitution and Bylaws of the Association.
- 2.3 The Association will have the following membership categories, as amended from time to time by the Board in accordance with these Bylaws:
 - a. Regular Member: A Regular Member is a licensed provider that has satisfied the admission requirements for Regular Membership established by the Board. A Regular Member in good standing:
 - i. will have one (1) vote at members’ meetings;
 - ii. may serve on the Board;

- iii. may be an Officer of the Board;
- iv. may be a chair of and serve on Association committees;
- v. may attend and speak at members' meetings.

For greater certainty, where a Regular Member operates or maintains more than one funeral service establishment, then such Regular Member and each such funeral service establishment will be deemed to be a distinct, separate and single licensed provider and Regular Member.

- b. Associate Member: An Associate Member is a funeral service professional (for example, a supplier of products and services relating to the funeral service industry), other than a licensed provider, that has satisfied the requirements for admission established by the Board. An Associate Member in good standing:

- i. will not have a vote at members' meetings except where the Associate Member is serving on the Board;
- ii. may attend and speak at members' meetings;
- iii. may serve on the Board and have one (1) vote at Board meetings;
- iv. may be a Chair of and/or serve on Association committees;
- v. will not be an Officer of the Association.

For greater certainty, where an Associate Member is also a licensed provider, thereby also meeting the definition of Regular Member for the purposes of these Bylaws, then such Associate Member will additionally be deemed to be a Regular Member and will also be subject to all membership requirements set out for Regular Members in section 2.3(a) of these Bylaws.

- c. Individual Member: An Individual Member is an individual, other than a licensed provider, who is in the employ of or otherwise directly affiliated with a Regular Member or an Associate Member or may be a retired funeral service professional that has satisfied the requirements for admission established by the Board. An Individual Member in good standing:

- i. will not have a vote at members' meetings;
- ii. may attend and speak at members' meetings;
- iii. may Chair and /or serve on Association committees;
- iv. will not serve on the Board.

- d. Student Member: A Student Member is an individual currently enrolled in an accredited educational institution and/or program relating to the funeral service

profession and recognized by the Association. A Student member must register for membership annually and provide proof of student status at the time of application. A student member will be exempt from paying dues for the period of time they are enrolled in an accredited educational institution and/or program recognized by the Association. A Student Member in good standing:

- i. will not have a vote at members' meetings;
- ii. may attend and speak at members' meetings;
- iii. may serve on Association committees;
- iv. will not serve on the Board or be the Chair of any Association committees.

e. Contributing Member: A Contributing Member is an individual, proprietorship, partnership, corporation, trust, or non-profit organization that shares common cause or purpose with the Association, the funeral service profession and funeral service professionals that has satisfied the requirements for admission established by the Board. A Contributing Member in good standing:

- i. will not have a vote at members' meetings;
- ii. may attend and speak at members' meetings;
- iii. may serve on Association committees;
- iv. will not serve on the Board or be the Chair of an Association committee

f. Honorary/Life Member: An Honorary/Life Member is an individual who has participated as an active member of the Association, the funeral service profession or who by satisfying requirements established by the Board may be found otherwise worthy of recognition with an Honorary or Life Membership. An Honorary I Life Member in good standing:

- i. will not have a vote at members' meetings;
- ii. may attend and speak at members' meetings;
- iii. may serve on Association committees;
- iv. will not serve on the Board or be the Chair of an Association committee.

2.4 The Board may from time to time establish membership categories and admission criteria and recommend to the membership changes to the rights of existing member categories as the Board deems appropriate. Prior to amending the membership structure and admission criteria set out in these Bylaws, the Board will circulate a summary of such amendments to the membership thirty (30) days prior to such amendments coming into force.

3. APPLICATION FOR MEMBERSHIP

- 3.1 An applicant for membership in any category will complete and submit an application in a form prescribed by the Board and satisfy any other admission requirements established by the Board, which may include payment of any application fee.
- 3.2 The Board will consider every application for membership and, subject to established admission criteria, determine whether a membership application will be accepted.

4. CESSATION OF MEMBERSHIP

- 4.1 A member will cease to be a member of the Association on:
 - a. submitting a written resignation to the Board at the Association's registered address;
 - b. ceasing to meet the criteria for membership set out by the Board for a period of one (1) year;
 - c. such member's death, in the case of an individual, or wind-up/dissolution in the case of a corporation, trust, or non-profit organization; or
 - d. expulsion by the Board, by reason of default on any obligations of the member as set out in any membership agreement, which will include but not be limited to the non-payment of dues or other fees owing to the Association, or engaging in conduct detrimental to the purposes of the Association;

5. FEES

- 5.1 Members will pay the fees applicable to their class of membership as established by the Board. For a member to be considered 'in good standing' and eligible to participate in meetings, functions and activities of the Association, the member's fees will be current and paid in full at all times.
- 5.2 The Board may from time to time establish and amend the schedule of membership fees for each category of membership.
- 5.3 The Board may establish and levy a schedule of special assessment or other fee for each category of membership and for specially determined purposes or projects.

6. MEETING OF MEMBERS

- 6.1 An annual general meeting of the Association will be held once in every calendar year and, in any event, not more than 6 months after the fiscal year end.
- 6.2 The members will appoint an independent financial auditor at the annual general meeting.
- 6.3 A members' meeting may be called by the Board or at the written request of not less than one-third (1/3) of the Regular Members.

- 6.4 A quorum for any members' meeting will be twenty-five percent (25%) of Regular Members.
- 6.5 All members' meetings will be held at a place, a date and a time established by the Board.
- 6.6 Written notice of the time and place for the holding of a members' meeting, the agenda, and supporting documents or information relating to agenda items proposed for discussion at the meeting, as decided by the Board, will be circulated to members no later than (14) days prior to the date of the meeting. The notice will be delivered in person, by mail, facsimile, or electronic means (including electronic mail). A notice sent will be deemed to have been given on the day on which the notice is delivered, is personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission (including electronic mail), or on the date on which it was posted, if mailed.
- 6.7 No error or omission in giving notice of any meeting or any adjourned meeting will invalidate a meeting or make void any proceedings taken.
- 6.8 At every members' meeting, except as otherwise set out in these Bylaws, every resolution will be decided by a show of hands. The chairperson will declare that a resolution has been "carried" or "lost" and the declaration may be entered as such in the minutes of the meeting, without comment as to the number of members voting in favour of or against the resolution, or the number of members abstaining.
- 6.9 The chairperson may decide a resolution only in the event of a tie after not less than one (1) recount of the vote has been held on the resolution confirming a tie has occurred.
- 6.10 In the event of a tie vote, a secret ballot on the resolution may be conducted if not less than one-third (1/3) of the voting members present request a secret ballot. The results of the secret ballot will be announced at the annual general meeting where the ballot is conducted.

7. VOTING RIGHTS

- 7.1 The voting rights for members will be as set out in section 2.3 of these Bylaws.
- 7.2 In order to vote at a members' meeting, a Regular Member must be in good standing with the Association.
- 7.3 Where a Regular Member owns, operates or maintains more than one funeral service establishment, then he, she or it, having registered each such funeral service establishment as a separate Regular Member, may appoint one (1) representative to exercise the voting rights for each Regular Member location or entity so registered and owned. Such an appointment will be made in writing in a form prescribed by the Board and directed to the attention of the Board prior to the call to order of any members' meeting.
- 7.4 Proxy voting at members' meetings is permitted, provided that any appointment of a proxy will be in writing and signed by the appointer in a form prescribed by the Board. No proxy will be valid unless completed, signed and filed at the place where the business of the Association is conducted at least seven (7) days prior to the meeting at which it is to be

used. The proxy will be directed to the attention of the Board prior to the call to order of any members' meeting.

- 7.5 The maximum number of proxy votes that may be assigned to Regular Member who is not affiliated by common ownership (as described in section 7.3) with the Regular Member who is appointing the proxy will be five (5).

8. BOARD OF DIRECTORS

- 8.1 The Board will consist of not fewer than seven (7) and not more than fourteen (14) Directors.
- 8.2 Directors will hold office for a term of three (3) years.
- 8.3 These terms are renewable, but no person shall serve more than two (2) consecutive full terms as a director.
- 8.4 Directors will be elected by the membership, normally in conjunction with every annual general meeting.
- 8.5 Every Director in the third year of office will have their position voted on at the annual general meeting and the election results will come into force at the conclusion of the annual general meeting at which the vote was held.
- 8.6 The immediate Past-President will chair a Nominations Committee, preside over the nomination process, prepare and present to the annual general meeting a nominations report for Directors and preside over the election process. Where the immediate Past-President is unable to serve as the Nominations Committee Chair, the Board will appoint another Director to serve instead.
- 8.7 In selecting a slate of nominees, the Nominations Committee will;
- a. Be guided by a nomination and Board composition policy established by the Board;
 - b. Make every reasonable effort to ensure that no more than one third (1/3) of the positions of the Board are subject to election in any one year;
 - c. Make every reasonable effort to balance and maintain equitable representation on the Board from the entire Association membership eligible for service on the Board.
- 8.8 The slate of nominees compiled by the Nominations Committee will be circulated to the members no later than fourteen (14) days prior to any annual general meeting. Additional nominations for any position on the Board may be submitted from the members up to seven (7) days prior to the date of the annual general meeting, provided be made in writing in a form prescribed by the Board that includes a written agreement to serve from the nominated member and the names and signatures of not less than three (3) additional Regular Members supporting the nomination.

- 8.9 Where the election of Directors and Officers is not by acclamation a vote by secret ballot will be conducted and the results will be announced at the annual general meeting.

9. BOARD DUTIES AND RESPONSIBILITIES

- 9.1 The Board shall manage the affairs of the Association.
- 9.2 The Board may raise, borrow or otherwise obtain or secure any sum or sums of money for the purposes of the Association, subject to the provisions of the Societies Act, and may authorize any two (2) Directors or Officers as they designate to execute any mortgage, bill of sale, promissory note, bill of exchange or other negotiable instrument or other security, whether real or personal property of the Association and to sign, seal and deliver the same.
- 9.3 The Board may establish such policies and procedures as may be required under law, in these Bylaws or as deemed appropriate in respect of record keeping and financial management standards for the Association, human resources and the conduct of the Association's operations and activities.
- 9.4 The Directors may authorize, manage and review the use of the funds of the Association. No member, Officer, Director or person employed by the Association will have the right to use any funds of the Association without the prior approval of the Board.
- 9.5 The Board may designate and establish the place where the business of the Association is conducted, the seal of the Association is secured in safe-keeping, the minutes of proceedings of meetings, books of account and records of the Association will be kept, and the Board will further designate the days and times at which such books and records may be inspected.
- 9.6 The Board will establish and provide goals and objectives to committee chairpersons.
- 9.7 No Officer or Director of the Association will be compensated in any form for serving on the Board.
- 9.8 Notwithstanding section 9.7, any two (2) of the Officers may, with prior approval from the Board, authorize the repayment of expenses incurred by a Director of the Board or an employee of the Association on behalf of the Association.
- 9.9 If the office of any director will be or become vacant, the Board may, by resolution, appoint a nominee to fill such vacancy.

10. OFFICERS

- 10.1 Subject to the terms of these Bylaws, the Board may appoint Officers on a biennial or more frequent basis, specify their duties and, subject to the Societies Act, delegate to such Officers the power to manage the affairs of the Association. An Officer must be a Director. The Officers of the Association, if designated and if Officers are appointed the Board, will have the following duties and powers associated with their positions:
- a. President – The President will:

- i. preside over the activities of Board and members;
- ii. plan and chair meetings of the Board and members;
- iii. liaise with the Association's staff;
- iv. keep the Board informed about the operations of the Association; and
- v. act as public and media spokesperson for the Board and Association unless otherwise delegated.

b. President-elect – The President-elect will:

- i. preside over and chair any meetings or activities of the Board or members if the President is absent, or otherwise unable to act;
- ii. monitor the financial activities of the Association;
- iii. oversee the preparation of all financial records of the Association; and
- iv. report to the Board and members on any financial transactions, and the overall financial position of the Association, as required.

c. Past-president – The Past-President will:

- i. chair the Association's Nominations Committee;
- ii. provide advice and leadership to the Board regarding past practices and other matters to assist the Board in governing the Association;
- iii. support the President and the President-Elect on an as-needed basis;
- iv. perform the duties of the President if the President or President-Elect are absent, or otherwise unable to act.

10.2 Officers will be limited to a single term of two (2) years in immediate succession in each of the three (3) Officer positions and will not be eligible for re-election to the same Officer position in successive elections.

10.3 No member eligible for service on the Board will be eligible for nomination and election as an Officer until they have served not less than two thirds (2/3) of one (1) full term as a Director on the Board.

10.4 The Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer will 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; or
 - d. such Officer's death.
- 10.5 If the office of any Officer will be or become vacant, the Board may, by resolution, appoint a Director to fill such vacancy.

11. MEETINGS OF THE BOARD

- 11.1 The Board may meet together at the places they think fit to dispatch business and may adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 11.2 A quorum for a meeting of the Board will be a majority of the Directors then in office.
- 11.3 The President will be chair of all meetings of the Board, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the president-elect will act as chair; but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- 11.4 Meetings of the Board may be called by an Officer or any two (2) Directors at any time. Written notice of the time and place for the holding of a meeting of the Board will be: (a) delivered in person, by mail, facsimile, or electronic means (including electronic mail); and (b) given not less than 14 days before the time when the meeting is to be held. A notice sent will be deemed to have been given on the day on which the notice is delivered, is personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission (including electronic mail), or on the date on which it was posted, if mailed. Written notice of a meeting will 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.
- 11.5 A Director who is entitled to do one or both of participate in and vote at a meeting of the Board may participate or vote, as the case may be: (a) participate in person, or by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other; and (b) vote in person by show of hands, by telephone or other communications medium, including electronic mail, or by electronic vote . A Director who participates in a meeting in a manner contemplated in this subsection is deemed for all purposes to be present at the meeting.
- 11.6 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, facsimile, or other electronic means, including electronic mail, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a. no notice of meeting of the Board will be sent to that Director; and
 - b. any and all meetings of the Board, notice of which has not been given to that Director will, if a quorum of the Directors is present, be valid and effective.

- 11.7 Questions arising at a meeting of the Board will be decided by a majority of votes.
- 11.8 In case of an equality of votes the chair does not have a second or casting vote.
- 11.9 No resolution proposed at a meeting of the Board need be seconded and the chair of a meeting may move or propose a resolution.
- 11.10 A resolution in writing, signed by a majority of the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Board.

For a first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Board is present.

12. FINANCIAL RECORDS

- 12.1 The Board will cause full and true accounts to be kept of all financial transactions of the Association.
- 12.2 The fiscal year-end of the Association will be fixed by the Board.
- 12.3 Financial records for the Association will be maintained and financial transactions will be conducted in accordance with Canadian accounting standards for not-for-profit organizations (ASNPO).
- 12.4 The books and accounts of the Association will be reviewed at the termination of each fiscal year by a qualified, independent auditor appointed by the membership at the previous annual general meeting of the Association.
- 12.5 Subject to a determination by the Board, the auditor will be required to review the books and accounts of the Association and submit to the Association a written report summarizing the results of the review in the form of a certified statement of review or a certified audit statement.
- 12.6 A financial report, signed by two (2) Directors, that contains the auditor's report, which as a minimum will include a statement of income and expenditure, a balance sheet and any notes or other statements deemed necessary by the auditor, will be presented at each annual general meeting.
- 12.7 Members will be permitted to inspect certain records of the Association, subject to the provisions and permitted restrictions in the Societies Act.

13. SIGNING OFFICERS

- 13.1 The signing Officers of the Association will be:
 - a. any two (2) of: the President, President-elect, Past-President;

- b. any two (2) Directors; or
- c. any Director and an authorized representative duly appointed by resolution of the Board.

14. TRAINING AND EDUCATION

14.1 Subject to the provisions and requirements of applicable British Columbia legislation and regulation, the Board may create education and training programs for the membership and will establish the content, standards, rules and regulations for such other programs.

15. NOTICES TO MEMBERS

15.1 A notice to a member under these Bylaws may be given by personal delivery, mail, facsimile, electronic mail or other reliable printed or printable communications to the member's registered address.

15.2 A notice sent will be deemed to have been given on the day on which the notice is delivered, is personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission (including electronic mail), or on the date on which it was posted, if mailed.

15.3 Notice of a general meeting will be given to:

- a. every member shown on the Association's register of members; and
- b. any auditor, appointed in accordance with these By-laws;
- c. No other person is entitled to receive a notice of general meeting.

16. INDEMNIFICATION OF DIRECTORS AND OFFICERS

16.1 The Association will indemnify all Directors and Officers, and former Directors and Officers, against all costs, charges and expenses actually and reasonably incurred by such Director in carrying out his or her duties as a Director or Officer, including any amount paid to settle or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director of the Association, except in respect of any claims, demands, causes of action, costs, charges or expenses arising from such Director or Officer's gross negligence and/or fraudulent conduct. Each Director and Officer on being elected or appointed will be deemed to have contracted with the Association on the terms of the foregoing indemnity.

17. GENERAL

17.1 The operations of the Association are chiefly to be carried on in the Province of British Columbia.