

By-laws

of the

Embalmers and Funeral Directors of Newfoundland and Labrador

Developed as per the Embalmers and Funeral Directors Act, 2008

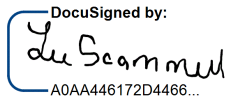
Amended 2012 c38 s8; 2013 c16 s25



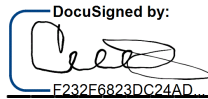
BY-LAWS

EMBALMERS AND FUNERAL DIRECTORS BOARD OF NEWFOUNDLAND AND LABRADOR

APPROVED, BY MAJORITY VOTE AT A MEETING OF THE BOARD DATED July 6, 2020 as per The Embalmers and Funeral Directors Act, Section 8, By-Laws and as of the date of signing has become a part of the legislation governing the Funeral Industry in the Province of Newfoundland and Labrador

DocuSigned by:

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Chairperson

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F232E6823DC24AD...

Vice Chairperson

7/15/2020

7/15/2020

Date

1.0 DEFINITIONS In these by-laws, unless there is something in the subject or context inconsistent therewith:

1.1 "The Board" means The Embalmers and Funeral Directors Board of Newfoundland and Labrador.

1.2 "Special Resolution" means a resolution passed by not less than a quorum entitled to vote as are present in person or electronically at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

2.0 FISCAL YEAR The fiscal year of this Board shall be the period from January 1 in any year to December 31 in the same year.

3.0 MEETINGS

3.1 The Board will meet when there is business arising and that would justify a meeting; no less than semi-annually.

3.2 A general meeting of the Board may be called by the Chairperson or by the members at any time, and may be called by the members if requested in writing.

3.3 A minimum of 5 days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing or distributed electronically, facsimile or e-mail addressed to each member to his or her last known address or email address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office or the time an e-mail is forwarded. The non-receipt of any notice from a member shall not invalidate the proceedings at any general meeting.

3.4 The Board shall hold an annual general meeting of the members once in each year at a time and place chosen by the Board. A minimum of 5 days' notice will be provided.

- 3.5 At each ordinary meeting of the Board, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Call to order
 - Roll call
 - Review agenda
 - Additions to the agenda
 - Approval of agenda
 - Approval of minutes of preceding meeting
 - Business Arising from the minutes
 - Old business
 - Committee reports
 - New business
 - Adjournment
- 3.6 No business shall be transacted at any meeting of the Board unless a quorum of members is present at the commencement of such business and such quorum shall consist of a minimum of three members, one of which shall be an appointed public member.
- 3.7 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved.
- 3.8 The Chairperson of the Board or his/her designate shall preside as Chairperson for all meetings conducted (unless the Chairperson appoints someone else to preside):
- 3.8.1 If there is no Chairperson or designate or if at any meeting, he/she is not present at the time of holding the same, the Vice Chairperson shall preside as the Chairperson.
 - 3.8.2 If there is no Chairperson, Designate or Vice Chairperson or if at any meeting neither the Chairperson nor Designate nor Vice Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
- 3.9 The Chairperson, Vice-Chairperson and Registrar shall constitute the “Executive Committee” which shall function as Executive Directors unless a person is retained by the Board to fill this capacity.

3.10 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

4.0 VOTES OF DIRECTORS

4.1 Every member shall have one vote.

4.2 The Chairperson shall have a vote; and in the case of an equality of votes, shall have a second vote.

4.3 Any resolution must have the approval of two-thirds of the members present before a declaration by the Chairperson that the resolution has been carried.

5.0 DIRECTORS

5.1 The Board shall consist of 7 members but can operate with five members if a full board is not elected or appointed.

5.2 There shall be three members appointed by the Executive Council of the Government of Newfoundland. Each government appointed member shall have a term appointed of three (3) consecutive years with a maximum of nine (9) consecutive years of appointment.

5.3 There shall be two licensed funeral directors elected by the industry licensees and shall serve for a period of three consecutive years with a maximum of nine consecutive years. Such elected member must be a licensed funeral director and employed by a funeral home in good standing with this Board. If the funeral director relinquishes his or her active license status, that member must resign.

5.4 There shall be two licensed embalmers elected by the industry licensees and shall serve for a period of three consecutive years with a maximum of nine consecutive years. Such elected member must be a licensed embalmer and employed by a funeral home in good standing with this Board. If the embalmer relinquishes his or her active license status, that member must resign.

5.5 The Board, in its discretion, may adjust the term of members to allow for an alternating board membership.

- 5.6 A member must attend two-thirds of all scheduled board meetings to retain member status unless Board business or extenuating circumstances prevent attendance.
- 5.7 In the event that an elected member resigns office or ceases to be a member of the Board, the member's office shall be vacated; the Board will fill the vacancy thereby created for the unexpired portion of the term.

6.0 POWERS OF MEMBERS The management of the activities of the Board shall be vested in the members. The powers and authorities of these by-laws are vested in the members. Otherwise expressed powers and authorities conferred upon them shall be vested in the members. The members may exercise all such powers and do all such acts and things as may be exercised or done by the Board and are not hereby or by Statute expressly directed or required to be exercised or done by the Board in general meeting. The members may appoint an executive committee, consisting of the officers and such other persons as the members decide.

The Board is responsible to maintain proper financial records. Further the Board is responsible, wherein possible, to operate the work of the Board within the income derived from fees, etc. collected from the profession on an annual basis. The Board has the right to adjust fees as expenses dictate.

7.0 OFFICERS

- 7.1 The officers of the Board shall be a Chairperson, Vice Chairperson and Deputy Registrar. (The Registrar position is a non-board member position.)
- 7.2 The Chairperson shall have general supervision of the activities of the Board and shall perform such duties as may be assigned by the Board from time to time.
- 7.3 The Vice Chairperson shall, at the request of the Board and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson or during such period as the Chairperson may request him or her to do so.
- 7.4 The Registrar shall keep the minutes of the meetings and shall perform such other duties as may be assigned to him or her by the Board.

7.5 The Registrar shall keep the finances of the Board and shall perform such other duties as may be assigned to him or her by the Board.

8.0 ELECTION OF OFFICERS Appointment of positions within the Board shall be held by motion by the members.

9.0 AUDIT OF ACCOUNTS The auditor of the financial records of the Board shall be hired and appointed by the Board and shall be that of a Licensed Chartered professional Accountant.

10.0 REPEAL AND AMENDMENT OF BY-LAWS No part of these by-laws shall be altered, annulled, amended, repealed, or dispensed with unless a proposition to that effect be made in writing to the Registrar of the Board by a licensee in good standing and presented and approved at a Board meeting and adopted by a two-thirds vote of the members present at such meeting and who are entitled to vote thereat. Such proposal for amendment shall be presented to the members 30 days prior to a meeting to approve the same.

11.0 MISCELLANEOUS

11.1 The seal of the Board shall be in the custody of the Registrar.

11.2 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Board shall be the responsibility of the Registrar.

11.3 The books and records of the Board may be inspected by any member at any reasonable time with notice of 30 days to the Registrar or Administrator.

11.4 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Board by the Chairperson or the Vice Chairperson and the Registrar, or otherwise as prescribed by resolution of the Board.

11.5 The borrowing powers of the Board may be exercised by Special Resolution of the members.

11.6 The office of the Registrar of the Board shall be at the address of the person who is then the Registrar of the Board or in the case of a fixed office, the address shall be of that location. By permission of the Board, the published address of the Board may be an alternate address if necessary.

- 11.7 The business of the Board is to be carried on at the office of the Registrar or at such other location as is from time to time determined by the Board.
- 11.8 The Board is a recognized governing body and therefore is not empowered to financially endorse any charity, not-for-profit group or undertaking or advertise in publications to support a cause.
- 11.9 Notwithstanding the above clause, the Board shall not advertise and promote the goods of the funeral business its members and the funeral profession.