BY-LAW NUMBER I
GENERAL BY-LAWS OF THE
PEI COUNCIL OF PEOPLE WITH DISABILITIES

ARTICLE 1 – NAME

1.01 Name of the Association

The name of the Association is the "PEI Council of People with Disabilities". In this By-Law and elsewhere, it may be referred to as "the Council".

ARTICLE 2 – OBJECTS

2.01 Objects of the Corporation

(a) To study the needs and promote the welfare of Prince Edward Island residents with disabilities of any kind whatsoever;

(b) To aid in co-ordinating and correlating the efforts of individuals, organized bodies and government agencies engaged in the care and rehabilitation of people with disabilities, with the intention that every such person should have a relevant and adequate rehabilitation programme and a quality of life as closely approximating independence as is possible with their personal circumstances;

(c) To guide and encourage any organization or agency whose functions comprise and include the service to, or advocacy for, any specific disability group, and whose objects are in keeping with the purposes of the Council;

(d) To generate, stimulate and maintain the interest, sympathetic understanding and active co-operation of the people of Prince Edward Island, the municipal, provincial and federal levels of Canadian government, educational, farm and professional groups and organized labour in recognizing and meeting the needs of the people with disabilities in Canada in general, and in Prince Edward Island in particular, and in procuring for them the maximum degree of support and health;

(e) To co-operate with national and international agencies and all others who can contribute to the welfare of people with disabilities;

(f) To provide an employment related counselling service to increase job placement and job training opportunities for people with disabilities;

(g) To promote and create independence for all people with disabilities on Prince Edward Island;

(h) To be the voice, as it pertains to the Council's objectives, for all people with disabilities in Prince Edward Island;

(i) To develop an awareness among the public of the problems of people with disabilities;

(j) To develop acceptance of people with disabilities by the public;

(k) To define the terms “disabled”, “disability” and “disabilities” as they apply to the Council;

(l) To act as the agent of all levels of government in the provision of services;

(m) To do all such other things which are incidental to or conducive to the attainment of the above objects, or any of them.

ARTICLE 3 – CORPORATE SEAL

3.01 Corporate Seal

The Corporate Seal of the Council shall have inscribed thereon the words PEI COUNCIL OF PEOPLE WITH DISABILITIES, and the seal impressed in the margin of these By-Laws is hereby adopted as the corporate seal of the Corporation. The seal of the Corporation shall be in the custody of the Secretary, who may direct that it be entrusted to others, and may, when required, be affixed by any Officer or Officers, person or persons appointed by resolution of the Board of Directors, to contracts, documents and instruments in writing signed in accordance with the By-Laws of the Council.

ARTICLE 4 – HEAD OFFICE

4.01 Location

The head office of the Corporation shall be located in the City of Charlottetown, in the Province of Prince Edward Island, and at such place therein as the Directors may from time to time determine.

ARTICLE 5 – INTERPRETATION

5.01 Definitions

In all By-Laws and Policies of the Council, unless the context requires a different meaning or are explicitly otherwise defined:

(a) Words in the singular shall include the plural and the plural the singular;

(b) Words importing the masculine shall include the feminine and the feminine the masculine, and both may refer to corporations or unincorporated organizations;

(c) The word "person" shall include corporations or unincorporated organizations;

(d) The word "Director” shall mean a Director of the Council;

(e) The word “Officer” shall mean an Officer of the Council;

(f) The words “In writing” shall mean written or printed or produced for transmission by electronic means so that it may be read;

(g) The words “Council”, “Association” and “Corporation” may be used interchangeably, unless specifically otherwise stated in these By-Laws, and shall both refer to the corporate entity “PEI Council of People with Disabilities”;

(h) The words “person with a disability” shall mean a human who, through disease, illness, congenital condition or traumatic experience, is impaired in functioning in one or more areas of daily living. This functional impairment causes unusual and undue dependency on one or more other humans, animals and/or assistive devices.

5.02 By-Laws and Policies

(a) The Letters Patent are the basis for the structure, purpose and existence of the Council. By-Laws exist to expand upon the Letters Patent, and to set out the structure and authorities of the Council and offices and bodies within it. No By-Law may be inconsistent with any part of the Letters Patent. By-Laws may only be established or amended in the manner set out in this By-Law and relevant legislation.

(b) Policies are resolutions or statements adopted by the Board of Directors, by simple majority vote, which prescribe rules relating to the management and operation of the Council or which state positions regarding issues or situations which exist. No Policy may be inconsistent with any part of the Letters Patent or any By-Law.

(c) The Board may adopt, or authorize another body or agent or Officer to declare procedures, practices, statements or directives on any matter. While such procedures, practices, statements or directives may have the force of Policy, they may not be inconsistent with any Policy or By-Law or the Letters Patent.

5.03 Interpretation

(a) Officers and agents of the Council may interpret the By-Laws and Policies of the Council.

In the case of a difference in interpretation between two or more persons, the Board of Directors shall determine the interpretation. In the case that a person disputes the interpretation made by the Board of Directors, they may request the convening of a Constitutional Group.

(b) A Constitutional Group shall mediate any given dispute over the By-Laws or electoral procedures and proceedings of the Council and shall consist of any three members of the PEI community appointed, when the need arises, as follows:

i. one member to be chosen by each side of a dispute.

ii. one member to be chosen by the first two members.

Procedures to be followed by the Constitutional Group shall be as determined by the Board. Rulings of the Constitutional Group will be final and will include a short written report on the dispute and its outcome, to be approved by majority vote of the Constitutional Group. Such a report shall be appended to the section of the Corporate minute book containing the By-Laws.

ARTICLE 6 – MEMBERSHIP

6.01 Acceptance

Membership shall consist of those persons and organizations who subscribe to the objects of the Council and whose written applications for Membership have not been rejected by the Board of Directors. The Directors may refuse to accept any application for Membership without giving reasons within sixty (60) days of the application being made. A Member of the Corporation may be expelled from Membership for cause by the Directors or by a vote of two-thirds of the Members present at a General Meeting, providing that the procedure for expulsion is in accordance with any relevant legislation.

6.02 Classes of Membership

Membership in the Council shall consist of the following three classes:

(a) Individual Members;

(b) Organizational Members;

(c) Honourary Members.

6.03 Membership Fees

The Board of Directors shall set the Membership fees for all classes of Membership from time to time, with the exception that Honourary Members shall not be required to pay Membership fees. The Board may waive the payment of Membership fees for a year for any Member at its discretion. Membership fees shall be non-refundable.

6.04 Membership Qualifications

Any individual or organization who supports the objectives of the Council is eligible for Membership. The Board of Directors may appoint as an Honourary Member any individual who has made an outstanding contribution in support of the objects of the Council.

6.05 Membership Term

Membership fees shall be payable on an annual basis at such time as established by the Board of Directors. Membership in the Corporation shall not be transferable and shall terminate with death, resignation from Membership, failure to maintain Membership in good standing, or in accordance with Section 6.01.

ARTICLE 7 – GENERAL MEETINGS

7.01 General Meetings

(a) The Annual General Meeting of the Members for the election of Directors and the transaction of such other business as may properly be brought before an annual meeting of the Members shall be held at the head office of the corporation or at such other place in the Province of Prince Edward Island as the Directors may determine, on or before September 30th of each year.

(b) Meetings of the general Membership of the Council, shall be held at the head office of the corporation or elsewhere in the Province of Prince Edward Island as the Board of Directors may determine and on such day as the Board shall determine.

7.02 Quorum

(a) Twenty Members present in person [or by means of telecommunications] shall be a quorum for any meeting of Members. No business shall be transacted at any meeting unless the quorum requisite be present at the commencement of the business.

(b) If at any annual or other meeting of the Members a quorum is not present within 30 minutes of the time for which the meeting is called, the meeting, if convened upon requisition of the Members, shall be dissolved, and in any other case the presiding officer shall adjourn the meeting to a date not less than 7 and not more than 15 days thereafter. Notice of the adjourned meeting shall be given by the Secretary in the manner herein provided 5 days previous to the date of the adjourned meeting.

7.03 Voting

Only Members present are entitled to vote at a General Meeting and each Member is entitled to one vote. Organizational Members must appoint an officially designated representative to cast a vote on its behalf. All individual Members must be at least 16 years of age in order to be able to cast a vote. With the exception of elections, all motions, questions or resolutions put to a vote at a meeting of the Membership shall be decided by a show of hands, unless a secret ballot is requested by a majority of the Members present.

7.04 Chair

(a) The President or an Officer designated by the Board of Directors shall normally be the Chair at any meeting of Members. At the discretion of the Directors present at the General Meeting, another individual may be chosen as Chair of the meeting.

(b) The Chair of a General Meeting may only vote to cast the deciding vote in the case of an equality of votes on a motion, question or resolution.

7.05 Calling General Meetings

The Board of Directors may call a General Meeting of the Council's Membership at any time, providing that proper notice is given.

7.06 Requisition

(a) Ten percent of the Members of the Corporation may requisition the Directors to call a general meeting of the Members for any purpose connected with the affairs of the Corporation that is not inconsistent with relevant legislation. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form, each signed by one or more requisitionists.

(b) Upon deposit of the requisition the Directors shall call forthwith the meeting of the Members for the transaction of the business stated in the requisition. If within 21 days from the date of the deposit of the requisition the Directors do not call and hold the meeting, any of the requisitionists may call such meeting, which shall be held within 60 days from the date of the deposit of the requisition. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors to call such meeting shall be repaid to the requisitionists by the Corporation unless, at the meeting, the Members by a majority of the votes cast, reject the reimbursement of the requisitionists.

(c) A meeting called under this section shall be called as nearly as possible in the same manner as meetings of Members are called under Sections 7.01 of this Article.

7.07 Business Conducted

At every Annual General Meeting, in addition to other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented. In addition, Directors shall be elected in accordance with these By-Laws and auditors appointed for the fiscal year. The Members may consider and transact any business without any notice thereof at any meeting of Members, except as provided for in these By-Laws.

ARTICLE 8 – DIRECTORS

8.01 Directors

The property and business of the Council shall be overseen by a Board of sixteen (16) Directors. Fifteen (15) of the Directors shall be elected by the Membership and the Executive Director shall serve, ex-officio, as a Director.

8.02 Powers of the Board

The Board of Directors shall administer the affairs of the Council in all things and make or cause to be made for the Council in its name, any kind of contract which the Council may lawfully enter into, save as hereinafter provided, and may generally exercise all such powers and do all such things and acts as the Council is by its Letters Patent or otherwise authorized to exercise and do.

8.03 Term of Directors

(a) Elected Directors shall serve a term of three (3) years, with one third of the Directors being elected every year. Membership on the Board shall be limited to three consecutive full terms for any one Director. The limit to three consecutive terms shall be subject to the exception described in 8.03(b)

(b) In the limited and extraordinary circumstances where:

i. a director is completing his/her third consecutive term;

ii. that director is involved in one or more projects of significant value to the Council;

iii. the project(s) are ongoing in nature and will extend beyond the end of the director's natural term, and

iv. the Executive Committee unanimously resolves that it is in the best interests of the Council that the director be eligible for re-election notwithstanding 8.03(a),

That director shall be eligible for re-election at the Annual General Meeting. If re-elected under this section, the term shall be limited to one year. At the next Annual General Meeting, the director's one year period of ineligibility will begin and the seat being vacated will be open for election with a term of 2 years

8.04 Election of Directors

(a) Election of Directors shall be by ballot at the Annual General Meeting of the Council. Every Member entitled to vote at an election of Directors, shall cast a number of votes equal to the number of Directors to be elected, and the Member shall distribute the votes among the candidates in such manner as they see fit, but no candidate shall receive more than one vote from each Member. The Board of Directors shall set procedures and rules regarding the election of Directors that are not inconsistent with the provisions of these By-Laws.

(b) Any person wishing to stand for election to the Board must be a Member in good standing in the Council and be nominated in accordance with the election procedures and rules adopted by the Board. A minimum of nine (9) of the sixteen (16) Directors must be classified as having a disability and the Board may make provisions for enforcement of this.

8.05 Liability of Directors

(a) Unless specifically stated in legislation, no Director or Officer shall be liable for the actions or failure to act of any other Director or Employee, or for any loss or misfortune which happens in carrying out the duties of their office, except through their own failure to exercise the powers and to discharge the duties of their office honestly, in good faith and in the best interest of the Corporation, and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Corporation shall hold liability insurance for Directors and Officers.

(b) Subject to the other provisions of the By-Laws, the Corporation may indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suits or proceeding, whether civil, criminal, administrative or investigation (other than an action by or in the right of the Corporation) by reason of the fact that they were a Director, Employee or Agent of the Corporation, against expenses (including legal fees), judgments, fines and amounts actually and reasonably incurred by him in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Corporation. The termination of any action, suit or proceeding by judgement, order, settlement, or conviction shall not, of itself, create a presumption that the person acting or proceeding had reasonable cause to believe that their conduct was unlawful. The provisions for

indemnification contained in the By-laws of the Corporation shall not be deemed exclusive of any other rights to which the person seeking indemnification may be entitled, both as to action in their official capacity and as to action in another capacity while holding such office. Persons who are no longer Directors, Employees or Agents of the Corporation shall be treated in the same manner as those who hold those positions.

ARTICLE 9 – BOARD MEETINGS

9.01 Board Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times each fiscal year at such time as the Directors by resolution may determine. The Board shall normally set a schedule of regular meeting dates at its first regular meeting after the Annual General Meeting.

9.02 Quorum

Five (5) Directors present in person, or by means of telecommunications, shall constitute a quorum for the purposes of conducting business. Four (4) or fewer Directors present shall constitute a quorum only for purposes of calling a meeting to order and adjourning it, with the exception that four (4) Directors present shall constitute a quorum for purposes of appointing Members to fill Board vacancies.

9.03 Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes.

9.04 Chair

The Chair of Board meetings shall normally be the President, or such other officer as is carrying out the duties of that office in their stead. The Board may appoint, by majority vote, another Director or other person to Chair a meeting. Except where there is an equality of votes cast on a motion, question or resolution, the Chair of the meeting shall not vote. In the case of an equality of votes, the Chair shall cast the deciding vote, providing that they are a Director.

9.05 Calling Board Meetings

(a) A meeting of the Directors may be held at the close of any General Meeting without notice.

(b) Meetings of the Board may be called at any time by the President or one of the VicePresidents or by formal resolution of the Board, providing that appropriate notice, as set out in these By-Laws, is given. A meeting may be held without appropriate notice if all Directors are present or if those absent have signified their consent to the meeting being held in their absence.

9.06 Requisition

The President, or one of the Vice-Presidents in their stead, shall call a meeting of the Directors upon receipt of a requisition to that effect, signed by at least three (3) Directors stating the reason for the desired meeting.

ARTICLE 10 – OFFICERS

10.01 Executive Officers

The Officers of the Council shall be: Immediate Past President, President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and Legal and Constitutional Affairs Advisor. Together, the Officers shall constitute the Executive Committee. All Officers of the Council must also be Directors. Should the Immediate Past President of the Council no longer be a Director that position shall not exist until said person becomes a Director, or until a new person ceases to be President but remains a Director. The Board may decide by majority vote to combine the positions of Secretary and Treasurer from time to time.

10.02 Powers of the Executive Committee

The Executive Committee may exercise all powers of the Board of Directors between meetings of the Board, unless the Board otherwise directs.

10.03 Term of Officers

The Officers of the Council shall be elected by and from the Directors at their first meeting held immediately after the close of the Annual General Meeting and shall hold office for one year, or until their successors are elected. No person may hold the same Officer position for longer than three (3) consecutive full terms.

10.04 Election of Officers

The Board of Directors may set procedures and rules regarding the election of Directors that are not inconsistent with the provisions of these By-Laws. A majority of the Officers must be classified as having a disability and the Board may make provisions for enforcement of this.

10.05 Duties of the Past President

The Past President shall:

(a) Provide continuity to the Board and Executive Committee;

(b) Assist the Board and Executive Committee as required.

10.06 Duties of the President

The President shall:

(a) Supervise the general management of the affairs of the Council;

(b) Normally preside at all meetings of the Executive Committee, Board and Membership;

(c) Sign documents and other instruments requiring signature on behalf of the Council;

(d) Familiarize the 1st and 2nd Vice-Presidents with the duties and role of the President;

(e) Perform such other duties assigned to them and exercise whatever other powers are assigned to them by the Executive Committee, Board, or Membership.

10.07 Duties of the 1st Vice-President

The 1st Vice-President shall:

(a) Fulfill the duties of President in the absence, inability or refusal of the President to act;

(b) Sign documents and other instruments requiring signature on behalf of the Council;

(c) Perform such other duties assigned to them and exercise whatever other powers are assigned to them by the President, Executive Committee, Board, or Membership;

(d) Temporarily assume the office of President upon a vacancy occurring in that position, in accordance with the other provisions of these By-Laws.

10.08 Duties of the 2nd Vice-President

The 2nd Vice-President shall:

(a) Fulfill the duties of President in the absence, inability or refusal of the President and 1st Vice-President to act;

(b) Sign documents and other instruments requiring signature on behalf of the Council;

(c) Perform such other duties assigned to them and exercise whatever other powers are assigned to them by the President, Executive Committee, Board, or Membership;

(d) Temporarily assume the office of President upon a vacancy occurring in that position and the position of 1st Vice-President, in accordance with the other provisions of these By-Laws.

10.09 Duties of the Secretary

The Secretary shall:

(a) Issue or cause to be issued notices for all meetings of the Members and the Directors when directed to do so, or as authorized by these By-Laws;

(b) Have charge of the Seal and official Minute Book of the Corporation or delegate another person to be in charge of them;

(c) Ensure that the proceedings of meetings of the Executive Committee, Board and Membership are recorded accurately and filed properly;

(d) Keep, or cause to be kept, suitable records wherein shall be recorded:

i. a copy of the Letters Patent and of any supplementary Letters Patent, with Memorandum of Agreement;

ii. all By-laws and Resolutions of the Corporation;

iii. a register of Members;

iv. a register of Directors in which is set out the names and residence addresses while Directors, including all persons who are or have been Directors of the Corporation with the dates on which they became or ceased to be Directors; and

(e) Sign documents and other instruments requiring signature on behalf of the Council;

(f) Perform such other duties assigned to them and exercise whatever other powers are assigned to them by the President, Executive Committee, Board, or Membership.

10.10 Duties of the Treasurer

The Treasurer shall:

(a) Have care and custody of all funds and securities of the Council, and shall ensure that funds are deposited in the name of the Council in such financial institution as the Board may direct;

(b) Ensure that proper bookkeeping and accounting practices are followed and that proper accounting records are maintained as required by the Board and any relevant legislation;

(c) At all reasonable times exhibit, or cause to be exhibited, the books and accounts to any Director upon application at the office of the Corporation during business hours

(d) Sign documents and other instruments requiring signature on behalf of the Council;

(e) Perform such other duties assigned to them and exercise whatever other powers are assigned to them by the President, Executive Committee, Board, or Membership.

ARTICLE 11 – EXECUTIVE COMMITTEE MEETINGS

11.01 Executive Committee Meetings

Meetings of the Executive Committee shall be held as necessary at such time as the Officers may determine. The Executive Committee may set a schedule of regular meeting dates.

11.02 Executive Committee Quorum

A majority of the holders of occupied Officer positions present in person, or by means of telecommunications, shall constitute a quorum for the purposes of conducting business. Fewer than a majority of the holders of occupied Officer positions present shall constitute a quorum only for purposes of calling a meeting to order and adjourning it.

11.03 Meeting Procedures

Questions arising at any meeting of the Officers shall be decided by a majority of votes. The Chair of Executive Committee meetings shall normally be the President, or such other Officer as is carrying out the duties of that office in their stead. Except where there is an equality of votes cast on a motion, question or resolution, the Chair of the meeting shall not vote. A meeting of the Executive Committee may be held without notice at the close of any General Meeting or if all

Officers are present or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Executive Committee may be called at any time by the President or one of the Vice-Presidents, or by resolution of the Committee, providing that appropriate notice, as set out in these By-Laws, is given.

ARTICLE 12 – VACANCIES

12.01 Vacancy Occurring

(a) No undischarged bankrupt or mentally incompetent person shall be a Director, and if a Director becomes bankrupt or a mentally incompetent person, they thereupon cease to be a Director.

(b) The office of a Director shall be vacated if they cease to have the necessary qualifications for office as set out in these By-Laws, such as being a Member in good standing of the Council.

(c) A Director may resign their position as such, or as an Officer, by notice in writing.

(d) The office of a Director shall be declared vacant if they are absent without leave from three consecutive regular meetings of the Directors, or five regular meetings in all, during a twelve month period.

(e) A resolution, passed by a majority of the votes cast at a meeting of Directors called for that purpose, may remove a Director from office [provided that such Director has been informed of the reason for their proposed removal from office and that they are given the opportunity to speak at the meeting of Directors called to remove them]. This procedure shall also be used to remove a Director from their position as an Officer of the Council. Adequate grounds for removal from office as Director and/or Officer shall include, but not be limited to, refusal to carry out their duties as such.

12.02 Temporary Replacement

(a) Upon a vacancy occurring in the position of President, the 1st Vice-President shall temporarily assume that office in accordance with the other provisions of these By-Laws, until the Directors elect a replacement for the remainder of the term. Upon a vacancy occurring in the positions of both President and 1st Vice-President, the 2nd Vice-President shall temporarily assume the office of President in accordance with the other provisions of these By-Laws, until the Directors elect replacements for the remainder of the term.

(b) In the case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Directors for the time being, provided that a majority of the Directors concurs therein.

12.03 Replacing a Director

Whenever any vacancy occurs on the Board of Directors, the remaining members thereof, so long as there are four (4) in office, may fill a vacancy from among the persons having the necessary

qualities, and the person so appointed shall hold office for the remainder of the unexpired term. The Directors may decide to fill a vacancy on the Board by means of an election at a General Meeting of Members. The Board of Directors may not appoint a person removed from office under Section 12.01 d) or e) during the term in which they were removed. In the event that fewer than four (4) Directors are in office, remaining vacancies shall be filled in accordance with relevant legislation.

12.04 Replacing an Officer or Other Appointees

If the office of the President, Vice-Presidents, Secretary, or Treasurer, become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint a Director to fill such vacancy in accordance with Section 10.04. Vacancies occurring in any other position appointed by the Council's Board or Executive Committee may be filled in the same manner as the initial appointment.

ARTICLE 13 – MEETING PROCEDURES

13.01 Proxies

Only Members present may vote at Membership, Board or Committee meetings, and each Member of the Council is entitled to one vote on a motion or question put to a meeting. Proxy voting is not allowed at Council Membership, Board or Committee meetings.

13.02 Declaration by Chair

A declaration by the Chair that a vote on a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence of the effect of the declaration without proof of the number of votes cast for or against the resolution.

13.03 Rules of Order

Roberts Rules of Order shall be the standing rules of all meetings of the Board of Directors, Committees and General Meetings of Members of the Corporation unless these rules conflict with these By-Laws, in which case the latter take precedence.

ARTICLE 14 – NOTICE

14.01 Method of Notice

The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed. Any notice required under these By-Laws may be given by the Corporation to any Member or Director either personally or by telephone or by delivery to their door or by fax or by electronic mail or other telecommunications means or by sending it through the post by prepaid envelope or wrapper addressed to such Member or Director at their address as it appears in the records of the Corporation, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

14.02 Notice for Board and Executive Committee Meetings

Proper notice of any Board or Executive Committee meeting shall constitute notification in accordance with Section 14.01, with a reasonable likelihood of the notice arriving at least fortyeight (48) hours in advance of the meeting.

14.03 Notice for General Meetings

Proper notice of any Annual or other General Meeting shall constitute a published notice of reasonable size in at least one of the major newspapers in the Province at least 15 days in advance of the meeting, setting out the time and place of the meeting and that all Members are entitled to be present. Proper notice shall also be considered to have been given if notification in accordance with Section 14.01, including the above information, has been sent to all Members, with a reasonable likelihood of the notice arriving at least fifteen (15) days in advance of the meeting.

14.04 Omission of Notice

No error or omission in giving notice for a meeting of the Membership, Directors or a Committee shall invalidate such meetings or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such Board or Committee meeting and may ratify and approve of any and all proceedings taken or had thereat.

ARTICLE 15 – PROFESSIONAL CONDUCT

15.01 Good Faith

All Officers, Directors, committee members and employees must carry out their duties honestly, in good faith and in the best interest of the Corporation rather than in their own interest.

15.02 Remuneration and Expenses

Directors and Officers shall not receive any remuneration for their services as such. The Board, however, shall set guidelines and limits for expenses incurred by a Director or Officer in the fulfillment of their duties. Any Director or Officer incurring such reasonable expenses will be reimbursed by the Council, at the discretion of the Council. It is specifically understood that at no time shall any person receive compensation from the Council for any form of wages or income lost as a result of performing their duties on behalf of the Council.

15.03 Conflict of Interest

The Board of Directors shall adopt a Policy concerning conflict of interest regarding Directors, Officers and other Council appointees.

ARTICLE 16 – STAFF

16.01 Executive Director

The Directors may from time to time employ an Executive Director, and may delegate to the position full authority to manage and direct the affairs of the Corporation (except such matters and duties as by By-Law must be transacted or performed by the Directors or by the Members in a

general meeting). The Executive Director shall conform to all lawful orders given by the Directors and at all reasonable times give to the Directors all information they may require to manage the affairs of the Corporation.

16.02 Remuneration

The remuneration of agents and employees shall be fixed by the Executive Committee by resolution and shall be in effect until they are varied by the Executive Committee or Board of Directors.

ARTICLE 17 – FINANCES

17.01 Signing Authority

All cheques, drafts or similar documents shall be signed in such manner and by such Officer or Officers of the Corporation or other person or persons as the Directors may from time to time designate. Signature and certification of documents, contracts or any instrument in writing requiring the signature of the Corporation shall be signed by any of a list of signing authorities approved by the Board, which would normally include the President, Vice-Presidents, Treasurer and Executive Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authority or formality. The Directors shall have power, from time to time, to appoint a specific person to sign specific contracts or other documents.

17.02 Fiscal Year

Unless otherwise ordered by the Directors, the fiscal year of the Council shall be from April 1st to March 31st.

17.03 Borrowing By-Law

The Board of Directors shall be empowered to borrow money for the purposes of the Council from a chartered bank or other financial institution. Money may be borrowed from a different source if the repayment arrangements are more favourable than those of a financial institution. The powers conferred in this Section are additional to, and do not replace any powers of the Board to borrow money for the purposes of the Corporation included in a Borrowing By-Law.

ARTICLE 18 – AUDITORS

18.01 Appointment of Auditors

The Members at each Annual General Meeting shall appoint an auditor who is familiar with the Corporation's accounting and financial practices, except that such meeting may postpone the resolution to appoint an auditor to a subsequent General Meeting held during that fiscal year. The auditor, when appointed, shall hold office until the next annual meeting unless removed under the terms of relevant legislation and, if an appointment is not so made, the auditor in office shall

continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Directors.

18.02 Duties of Auditor

The auditor shall at all reasonable times have access to the books, accounts and other financial documents of the Corporation and may require from the Directors and Officers such information and explanations as may be necessary for the performance of their duties. The auditor shall make a report to the Members on the financial statement at each Annual General Meeting and shall state in such report whether, in their opinion, the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operations for the period under review. Directors shall be responsible for ensuring that all relevant federal and provincial laws concerning annual financial reporting are adhered to.

ARTICLE 19 – AMENDMENTS

19.01 Amending Process

Any By-Law may be enacted, amended or repealed by two-thirds majority vote of those present at each of a properly called Board meeting and a properly called meeting of the Membership. Notice that the meeting will deal with the enactment, amendment or repeal of a By-Law must be included in a notice for the meeting.

19.02 Initiative by Members

Any Member may propose enactment, amendment or repeal of any By-Law by giving prior notice, including its actual wording, to the Secretary at least twenty (20) days prior to any Board or Membership meeting that would consider it. Notice, in accordance with Section 19.01, must be given.

19.03 Effective Date

The enactment, amendment or repeal of any By-Law adopted in accordance with Section 19.01 shall come into force at the close of the latter of the Board or Membership meetings at which they were adopted, unless said meeting adopts a resolution specifying when the it shall become effective.

ARTICLE 20 – WINDING UP

20.01 Winding Up

In the event of winding up of the Corporation, after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations carrying on their activities within Prince Edward Island, or elsewhere in Canada.

ADOPTED BY THE BOARD OF DIRECTORS MARCH 17, 2001
ADOPTED BY THE MEMBERSHIP MAY 26, 2001
AMENDED BY THE BOARD OF DIRECTORS OCTOBER 4, 2003

AMENDED BY THE MEMBERSHIP OCTOBER 18, 2003
AMENDED BY THE MEMBERSHIP JUNE 11, 2008

certified to be the By-Law as adopted

Marcia Carroll, Executive Director	Anne Christopher, Treasurer
Dated: June 11, 2008	Dated: June 11, 2008