# GENERAL BYLAWS OF RESOURCEABILITIES

## ARTICLE 1 – NAME

1.01 Name of the Association

The name of the Association is "ResourceAbilities Inc.", formerly known as "PEI Council of People with Disabilities".

## ARTICLE 2 – OBJECTS

2.01 Objects of the Corporation

The objects of the Corporation are to:

(a) Study the needs and promote the welfare of Prince Edward Island residents with Disabilities of any kind whatsoever;

(b) Define the terms "Disabled", "Disability", and "Disabilities" as they apply to the Association;

(c) Be the voice, as it pertains to the Association's objectives, for all People with Disabilities in Prince Edward Island;

(d) Aid in coordinating and correlating the efforts of individuals, organizations, and government agencies in the care and rehabilitation of People with Disabilities, with the intention that every such person should have a relevant and adequate rehabilitation program and a quality of life as closely approximating independence as is possible with their personal circumstances;

(e) Guide and encourage any organization or agency whose functions comprise and include the service to, advocacy for, or contribution to welfare of any specific Disability group, and whose objects are in keeping with the purposes of the Association;

(f) Generate, stimulate, and maintain the interest, sympathetic understanding, and active cooperation of the people of Prince Edward Island, the municipal, provincial, and federal levels of Canadian government, national and international agencies, educational groups, professional groups, organized labour groups, and all others who can contribute, 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, and in developing acceptance by the public of People with Disabilities;

(g) Provide an employment related counselling service to support and increase job training opportunities and placement and job placement for People with Disabilities;

(h) Do any and all such other things which are incidental to or conducive to the attainment of the above objects.

## ARTICLE 3 – CORPORATE SEAL

3.01 Corporate Seal

(a) The Corporate Seal of the Association shall have inscribed thereon the words RESOURCEABILITIES INC., and the seal impressed in the margin of these Bylaws is hereby adopted as the corporate seal of the Corporation.

(b) 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 person appointed by resolution of the Board, to contracts, documents, and instruments in writing signed in accordance with the Bylaws of the Corporation.

## ARTICLE 4 – HEAD OFFICE

4.01 Location

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

## ARTICLE 5 – INTERPRETATION

5.01 Definitions

In all Bylaws and Policies of the Association, unless the context requires a different meaning or are explicitly otherwise defined:

(a) The word “Bylaws” shall mean all provisions contained within this document;

(b) The word "Director” shall mean a Director of the Corporation;

(c) The word “Board” shall mean the Board of Directors of the Corporation which satisfies the quorum requirements at a duly constituted meeting of the Directors;

(d) The word “Officer” shall mean an Officer of the Corporation;

(e) The word “Committee” shall mean any of the Executive Committee, Policy Committee, Nominating Committee, and any other Committee established in accordance with these Bylaws.

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

(g) The words “Association” and “Corporation” may be used interchangeably, and shall both refer to the corporate entity “ResourceAbilities Inc.”;

(h) The words “Person with a Disability” shall mean a person with a substantial physical, intellectual, sensory, neurological, or mental impairment that is continuous or recurrent, and is expected to last for at least one year. The direct and cumulative effect of the impairment on the person’s ability to attend to personal care, function in the community, or function in a

workplace results in a substantial restriction in one or more of these activities of daily living. Reference to "People with Disabilities" shall mean a group of more than one Person with a Disability.

5.02 Bylaws and Policies

(a) The Letters Patent are the basis for the structure, purpose, and existence of the Association. Bylaws exist to expand upon the Letters Patent, and to set out the structure and authorities of the Association and offices and bodies within it. No Bylaw may be inconsistent with any part of the Letters Patent. Bylaws may only be established or amended in the manner set out in Article 20 – Amendments to Bylaws and relevant legislation as amended from time to time.

(b) Policies are written documents defining acceptable practices and/or approaches to situations that are adopted by simple majority vote of the Board. Policies prescribe rules relating to the management and operation of the Association or state organizational positions and/or beliefs. No Policy may be inconsistent with any part of the Letters Patent or any Bylaw.

(c) The Board may adopt or authorize another Officer, Director, employee, or individual to declare procedures, practices, statements, or directives on any matter. Such procedures, practices, statements or directives may have the force of Policy; they shall not be inconsistent with any Policy, Bylaw, or the Letters Patent.

(d) The Board shall interpret the Bylaws and Policies of the Association. In the case of a difference in interpretation between two or more Directors, the Board shall determine the interpretation by simple majority vote.

## ARTICLE 6 – MEMBERSHIP

6.01 Classes of Membership

(a) Membership in the Association shall consist of the following classes:

i. Individual Members;

ii. Organizational Members; and

iii. Honorary Members.

(b) Any individual who supports the objectives of the Association is eligible for Individual Membership.

(c) Any organization that supports the objectives of the Association is eligible for Organizational Membership.

(d) The Board may appoint as an Honorary Member an individual who has made an outstanding contribution in support of the objectives of the Association.

6.02 Application for Membership

(a) Individuals and Organizations who subscribe to the objects of the Association and who wish to become members of the Association shall apply for membership to the Board in accordance with the Membership Policy as amended from time to time by resolution of the Board. The Board in its sole discretion may accept or deny such application within sixty (60) days of its receipt.

(b) After such acceptance and payment of membership fees by the applicant, the applicant shall become a member.

6.03 Membership Fees

(a) The Board shall determine the annual membership fees for Individual Members and those for Organizational Members in accordance with the Membership Policy as amended from time to time by resolution the of the Board.

(b) The Board may waive the requirement for payment of membership fees at its sole discretion.

(c) Membership fees shall be non-refundable.

(d) Honorary Members shall not pay membership fees.

6.04 Membership Term and Termination

Membership in the Association shall not be transferable and shall terminate upon the earliest occurrence of the following:

(a) at death;

(b) at resignation from Membership in writing to the Corporation;

(c) in failure to maintain Membership in good standing as determined by the Board, including but not limited to failing to pay the annual membership fee;

(d) for cause as defined in the Membership Policy as amended from time to time by resolution of the Board; or

(e) by vote of two-thirds (2/3) of the Members present at a Meeting of the Members.

## ARTICLE 7 – DIRECTORS

7.01 Directors

(a) The affairs of the Corporation shall be overseen by a Board of not fewer than seven (7) and not more than ten (10) Directors. The number of Directors comprising the Board shall be fixed from time to time by resolution of the Board.

(b) The Executive Director, if one is employed in accordance with Section 17.01, shall serve as a non-voting, ex-officio Director. The remaining Board positions shall be elected by the members of the Corporation in accordance with Section 7.02.

(c) A minimum of five ninths (5/9) of the elected Directors comprising the Board must be a Person with a Disability.

7.02 Election of Directors

(a) Directors shall be elected by ballot at the Annual General Meeting of the Members.

(b) Any individual wishing to stand for election to the Board must be:

i. a Member of the Association in good standing, and

ii. nominated in accordance with Section 11.06(a).

(c) Each 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.

7.03 Term of Directors

(a) Elected Directors shall serve a term of three (3) years, with one third of the Directors being elected every year.

(b) Elected Directors shall serve a maximum of three (3) consecutive terms.

7.04 Vacancy in Office of a Director

(a) The office of a Director of the Corporation shall be vacated if the Director:

i. resigns the office by notice in writing to the Corporation;

ii. is absent without providing notice in writing for three (3) consecutive meetings of the Directors;

iii. is absent without providing notice in writing for five (5) meetings of the Directors during a twelve (12) month period;

iv. ceases to be a Member of the Association in good standing;

v. becomes bankrupt, suspends payments, compounds with creditors, makes an authorized assignment, or is declared insolvent;

vi. is found to be of unsound mind;

vii. dies; or

viii. is removed by two thirds (2/3) vote at a meeting of the Board duly called for such purpose, provided that the Director in question has been informed of the reason for such meeting and that the same Director is given reasonable opportunity to attend and speak at said meeting.

(b) When a vacancy occurs in the office of a Director, the remaining Directors, so long as there are at minimum four (4) in office, may fill a vacancy:

i. by appointment from among the persons having the necessary qualities; or

ii. by election at a meeting of the Members,

and the person so appointed or elected shall hold office for the remainder of the current term of the vacated directorship.

(c) In filling a vacancy in accordance with Section 7.04(b), the individual who vacated the office is not eligible for appointment or nomination for election during the term in which the individual vacated the directorship.

(d) If there are fewer than four (4) Directors in office following a vacancy, a special meeting of the Members shall be called in accordance with Section 14.01(b) to fill the vacancies.

7.05 Powers of the Board

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

7.06 Liability of Directors

(a) Every Director of the Corporation or other individual who has undertaken or is about to undertake any liability on behalf of the Corporation and this liability bearer's heirs, executives and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses which shall be sustained or incurred in any action or proceeding which is brought or prosecuted against the liability bearer in or about the execution of the duties of the liability bearer's office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by the liability bearer's own willful neglect or default.

(b) The Corporation shall maintain Directors and Officers Liability Insurance on behalf of its Directors and Officers.

## ARTICLE 8 – DUTIES OF DIRECTORS

8.01 Duties of Directors

(a) Each Director shall be part of at least one (1) Committee as set forth in Article 11 – Committees upon completion of one (1) year of service as a Director.

(b) Each Director shall comply with and acknowledge the following policies which may be amended from time to time by resolution of the Board:

i. Code of Ethics Policy

ii. Conflict of Interest Policy

iii. Confidentiality Policy

## ARTICLE 9 – OFFICERS

9.01 Officers

(a) The Officers of the Association shall consist of: President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Legal and Constitutional Affairs Advisor, and Past President.

(b) Officers of the Corporation shall be Directors of the Corporation.

(c) Notwithstanding Section 9.01(a), the Board may from time to time by resolution combine the positions of Secretary and Treasurer.

(d) Notwithstanding Section 9.01(a), if the President who served immediately prior to the current President is no longer a Director of the Corporation, the position of Past President shall not exist unless said person becomes a Director or until the current President ceases to be President but remains a Director.

(e) Together, the Officers shall constitute the executive of the Association and shall comprise the Executive Committee as defined in Section 11.03.

9.02 Election of Officers

(a) Officers shall be elected by and from the Directors at the first Meeting of the Directors held immediately after the adjournment of the Annual General Meeting

(b) The Board shall enact a policy regarding the election of Officers that is not inconsistent with the provisions of these Bylaws. A majority of the Officers must be classified as being a Person with a Disability and the Board may make provisions for enforcement of this.

9.03 Term of Officers

(a) Officers shall hold office for the term of their directorship, or until their successors are elected.

(b) Officers shall serve a maximum of three (3) years.

9.04 Vacancy in Office of an Officer

(a) When a vacancy occurs in the position of President, the 1st Vice-President shall assume office of the President in accordance with the other provisions of these Bylaws, until the Directors elect a replacement or for the remainder of the term.

(b) When a vacancy occurs in the positions of both President and 1st Vice-President, the 2nd Vice-President shall assume office of the President in accordance with the other provisions of these Bylaws, until the Directors elect replacements or for the remainder of the term.

(c) 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 any or all of the powers of such Officer to any other Officer or to any Director(s) for the time being, provided that a majority of the Directors concurs therein.

(d) If the office of the President, 1st Vice-President, 2nd Vice-President, Secretary, or Treasurer becomes vacant, the Directors may fill a vacancy

i. by appointment from among the Directors having the necessary qualities, or

ii. by election at a meeting of the Directors,

and the person so appointed or elected shall hold office for the remainder of the current term.

## ARTICLE 10 – DUTIES OF OFFICERS

10.01 Duties of the President

The President shall:

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

(b) Normally Chair all meetings of the Members, meetings of the Board, and meetings of the Executive Committee;

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

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

(e) Perform such other duties as assigned and exercise whatever other powers are assigned by the Members, Board, and Executive Committee.

10.02 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 Association;

(c) Temporarily assume the office of President upon a vacancy occurring in the office of President in accordance with the other provisions of these Bylaws; and

(d) Perform such other duties as assigned and exercise whatever other powers are assigned by the Members, Board, Executive Committee, and President.

10.03 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 Association;

(c) Temporarily assume the office of President upon a vacancy occurring in the office of President and office of 1st Vice-President, in accordance with the other provisions of these Bylaws; and

(d) Perform such other duties as assigned and exercise whatever other powers are assigned by the Members, Board, Executive Committee, and President.

10.04 Duties of the Secretary

The Secretary shall:

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

(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 Members, meetings of the Board, and meetings of the Executive Committee 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 Bylaws 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;

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

(f) Perform such other duties as assigned and exercise whatever other powers are assigned by the Members, Board, Executive Committee, and President.

10.05 Duties of the Treasurer

The Treasurer shall:

(a) Have care and custody of all funds and securities of the Association, and shall ensure that funds are deposited in the name of the Association 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 Association; and

(e) Perform such other duties as assigned and exercise whatever other powers are assigned by the Members, Board, Executive Committee, and President.

10.06 Duties of the Past President

The Past President shall:

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

(b) Support and advise the Board and Executive Committee as required.

## ARTICLE 11 – COMMITTEES

11.01 Committee Establishment

(a) From time to time by resolution of the Board, Committees may be established for the execution of activities related to the purposes of the Corporation. Such resolution shall clearly state the following components of the Committee:

i. the purpose(s), objective(s), and/or goal(s) of the Committee;

ii. the number of individuals comprising the Committee and the composition of the Committee by role in the Corporation, including but not limited to Directors, Officers, Members, staff, and/or other individuals;

iii. the anticipated frequency and/or schedule of Committee meetings.

(b) The President shall be member of all Committees, except as otherwise determined from time to time by resolution of the Board.

(c) The Executive Director shall be a non-voting member of all Committees, except for the Executive Committee as described in Section 11.03(b) or as otherwise determined from time to time by resolution of the Board.

(d) Unless otherwise provided for in the Bylaws, Committees shall normally be comprised of five (5) individuals.

(e) No person, except any Director, may be part of more than one of the Committees defined within these Bylaws.

(f) Committee composition may be modified at any time by resolution of the Board.

11.02 Committee Dissolution

Any Committee established under Section 11.01 may be dissolved upon written notice having been provided to the Board by the Committee Chair and subsequent resolution of the Board at a meeting of the Board.

11.03 Executive Committee

There shall be an Executive Committee established by the Corporation.

(a) The Executive Committee shall exercise all powers of the Board between meetings of the Board in accordance with these Bylaws, unless the Board otherwise directs. The Executive Committee shall provide guidance and advice to the Executive Director as needed.

(b) The Executive Committee shall be comprised of the up to seven (7) Officers of the Corporation as set forth in Section 9.01(a).

(c) The President of the Corporation shall be responsible for the affairs of the Executive Committee. The President of the Corporation shall be the Chair of the Executive Committee.

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

(e) 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.

(f) Meetings of the Executive Committee may be called at any time by the President, the 1st Vice-President, the 2nd Vice-President, or by resolution of the Committee, provided that notice in accordance with Section 12.03 is given.

(g) Notwithstanding Sections 11.03(a), (b), (d), and (d), upon written notice having been provided by the Chair of the Executive Committee and subsequent resolution of the Board, any of the following items may be adjusted from time to time:

   i. the purpose(s), objective(s), and/or goal(s) of the Executive Committee;

   ii. the number of individuals comprising the Executive Committee and the composition of the Executive Committee by role in the Corporation, including but not limited to Directors, Officers, Members, staff, and/or other individuals;

iii. the Officer that shall be Chair and/or how the Chair of the Executive Committee is appointed or elected;

iv. the anticipated frequency and/or schedule of Executive Committee meetings.

(h) A majority of Officers representing occupied offices comprising the Executive Committee shall constitute a quorum for the purposes of conducting business at a meeting of the Executive Committee. Less than a majority of the Officers representing occupied offices present shall constitute a quorum only for the purposes of calling a meeting to order and adjourning a meeting.

(i) Questions arising at any meeting of the Officers shall be decided by a majority of votes. Except where there is an equality of votes cast on a motion, question or resolution, the Chair of the meeting shall not vote.

11.04 Policy Committee

There shall be a Policy Committee established by the Corporation.

(a) The Policy Committee shall review policy periodically and as issues arise, and shall propose policy changes to the Board as required. The Policy Committee shall advise the Executive Director regarding any changes in policy approved by resolution of the Board.

(b) The Policy Committee shall be comprised of five (5) individuals, including the President, three (3) Directors, and the Executive Director.

(c) The Chair of the Policy Committee shall be elected by simple majority vote of the individuals comprising the Policy Committee. The Chair shall not be the President or Executive Director.

(d) Meetings of the Policy Committee shall take place at minimum two (2) times per year. The Policy Committee may establish a schedule of regular meeting dates.

(e) Notwithstanding Sections 11.04(a), (b), (c), and (d), upon written notice having been provided by the Chair of the Policy Committee and subsequent resolution of the Board, any of the following items may be adjusted from time to time:

i. the purpose(s), objective(s), and/or goal(s) of the Policy Committee;

ii. the number of individuals comprising the Policy Committee and the composition of the Policy Committee by role in the Corporation, including but not limited to Directors, Officers, Members, staff, and/or other individuals;

iii. the position that shall be Chair and/or how the Chair of the Policy Committee is appointed or elected;

iv. the anticipated frequency and/or schedule of Policy Committee meetings.

(f) A majority of individuals comprising the Policy Committee shall constitute a quorum for the purposes of conducting business at a meeting of the Policy Committee. Less than a majority of

the individuals comprising the Policy Committee present shall constitute a quorum only for the purposes of calling a meeting to order and adjourning a meeting.

11.05 Personnel Committee

There shall be a Personnel Committee established by the Corporation.

(a) The Personnel Committee shall:

i. Research and propose for Board consideration a remuneration grid for all positions that are not explicitly funded by program funds, as referenced in Sections 17.01(d) and 18.03(b), updated annually.

ii. Review and propose for Board consideration human resources and/or employment development policy creation and revision as required.

iii. Support and advise the Executive Director in managing grievances regarding Members, staff, and/or other individuals in accordance with the Complaints Policy.

iv. Support the Executive Director through participating in the hiring process in accordance with Sections 17.01(d) and (e).

(b) The Personnel Committee shall be comprised of five (5) individuals, including the President, three (3) Directors, and the Executive Director.

(c) The Chair of the Personnel Committee shall be elected by simple majority vote of the individuals comprising the Personnel Committee. The Chair shall not be the President or Executive Director.

(d) Meetings of the Personnel Committee shall take place at minimum two (2) times per year. The Personnel Committee may establish a schedule of regular meeting dates.

(e) Notwithstanding Sections 11.05(a), (b), (c), and (d), upon written notice having been provided by the Chair of the Personnel Committee and subsequent resolution of the Board, any of the following items may be adjusted from time to time:

i. the purpose(s), objective(s), and/or goal(s) of the Personnel Committee;

ii. the number of individuals comprising the Personnel Committee and the composition of the Personnel Committee by role in the Corporation, including but not limited to Directors, Officers, Members, staff, and/or other individuals;

iii. the position that shall be Chair and/or how the Chair of the Personnel Committee is appointed or elected;

iv. the anticipated frequency and/or schedule of Personnel Committee meetings.

(f) A majority of individuals comprising the Personnel Committee shall constitute a quorum for the purposes of conducting business at a meeting of the Personnel Committee. Less than a

majority of the individuals comprising the Personnel Committee present shall constitute a quorum only for the purposes of calling a meeting to order and adjourning a meeting.

11.06 Nominating Committee

There shall be a Nominating Committee established by the Corporation.

(a) The Nominating Committee shall compile the Nominations Report to be presented at the Annual General Meeting.

i. The Chair of the Nominating Committee shall poll the Directors in positions whose terms are expiring at a springtime meeting of the Board as to whether they intend to stand for election for another term.

ii. If Director vacancies are anticipated based on such poll, the Nominating Committee shall identify an approach to identifying nominees, applying a gender lens and the principle of obtaining province-wide representation. The Nominating Committee shall vet potential nominees based on education, experience, skill, and being a Person with a Disability. A potential nominee must be a Member of the Association for at minimum thirty (30) days prior to the election. Once nominees are approved, the Nominating Committee shall compile the Nominations Report to be presented at the Annual General Meeting. All candidates shall complete a profile form whose format may be fixed from time to time by resolution of the Nominating Committee.

(b) The Nominating Committee shall select the recipients of the community awards distributed by the Association. Nominations shall be accepted until fifteen (15) days prior to the distribution of the awards.

(c) The Nominating Committee shall be comprised of five (5) individuals, including the President, Past President, two (2) Directors, and the Executive Director.

(d) The Past President of the Association shall be the Chair of the Nominating Committee. If the Past President office is vacant, the Chair of the Nominating Committee shall be elected by simple majority vote of the individuals comprising the Nominating Committee. The Chair shall not be the President or Executive Director.

(e) Meetings of the Nominating Committee shall take place at minimum two (2) times per year. The Nominating Committee may establish a schedule of regular meeting dates.

(f) Notwithstanding Sections 11.06(a), (b), (c), (d), and (e), upon written notice having been provided by the Chair of the Nominating Committee and subsequent resolution of the Board, any of the following items may be adjusted from time to time:

i. the purpose(s), objective(s), and/or goal(s) of the Nominating Committee;

ii. the number of individuals comprising the Nominating Committee and the composition of the Nominating Committee by role in the Corporation, including but not limited to Directors, Officers, Members, staff, and/or other individuals;

iii. the position that shall be Chair and/or how the Chair of the Nominating Committee is appointed or elected;

iv. the anticipated frequency and/or schedule of Nominating Committee meetings.

(g) A majority of individuals comprising the Nominating Committee shall constitute a quorum for the purposes of conducting business at a meeting of the Nominating Committee. Less than a majority of the individuals comprising the Nominating Committee present shall constitute a quorum only for the purposes of calling a meeting to order and adjourning a meeting.

## ARTICLE 12 – MEETING NOTICE

12.01 Method of Notice

Any notice required by these Bylaws may be given by the Corporation to any Member, Director, and Committee member in writing either personally, electronically, or by mail addressed to such Member, Director, and Committee member at the 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, Director, or Committee member known to the Secretary.

12.02 Notice for Meeting of the Members

(a) Notice for any meeting of the Members shall include the place and time of the meeting and communication that all Members are entitled to be present.

(b) Notice shall be published in a news publication and/or the Association's social media account(s) at least fifteen (15) days in advance of the meeting of the Members.

(c) Notice shall be considered to have been given only if both notification in accordance with Sections 12.01 and 12.02(a) has been sent to all Members with a reasonable likelihood of the notice arriving at least fifteen (15) days in advance of the meeting of the Members and if notification in accordance with 12.02(b) has been published.

12.03 Notice for Meeting of the Board and for Meeting of a Committee

(a) Notice for any meeting of the Board and for any meeting of a Committee shall include the place and time of the meeting.

(b) Notice shall be considered to have been given if notification in accordance with Sections 12.01 and 12.03(a) has been sent to persons constituting the respective group with a reasonable likelihood of the notice arriving at least forty-eight (48) hours in advance of the respective meeting.

(c) A meeting of the Board 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.

(d) A meeting of a Committee may be held without appropriate notice if all Committee members are present or if those absent have signified their consent to the meeting being held in their absence.

12.04 Omission of Notice

No error or accidental omission in giving notice for a meeting of the Members, meeting of the Board, or meeting of a Committee shall invalidate such meeting or invalidate or void any proceeding taken or had at such meeting.

## ARTICLE 13 – MEETING PROCEDURES

13.01 Rules of Order

Robert's Rules of Order shall be the standing rules of all meetings of the Members, meetings of the Board, and any Committee meeting unless these rules conflict with these Bylaws, in which case the latter take precedence.

13.02 Voting

(a) Only Members present may vote at any meeting of the Members. Each Member present is entitled to one (1) vote per motion put to a vote, provided that the Member has been a Member for at least thirty (30) days prior to the vote.

   i. Individual Members must be at least sixteen (16) years of age in order to cast a vote.

   ii. Organizational Members must appoint one (1) representative to cast a vote on behalf of the organization.

   iii. Except for elections, all motions, questions, and resolutions put to a vote at a meeting of the Members shall be decided by a majority of votes by a show of hands, unless a secret ballot is requested by a majority of the Members present.

(b) Only Directors present may vote at any meeting of the Board. Each Director present is entitled to one (1) vote per motion put to a vote, except for non-voting Directors. All motions, questions, and resolutions put to a vote at a meeting of the Directors shall be decided by a majority of votes.

(c) Only Committee members present may vote at a meeting of a Committee. Each Committee member present is entitled to one (1) vote per motion put to a vote, except for non-voting Committee members. All motions, questions, and resolutions put to a vote at a meeting of a Committee shall be decided by a majority of votes.

(d) The Chair of a meeting of the Members or meeting of the Directors shall only vote to cast the deciding vote in the case of an equality of votes on a motion, question, or resolution, provided that the Chair is a Director.

(e) The Chair of a meeting of a Committee shall only vote to cast the deciding vote in the case of an equality of votes on a motion, question, or resolution.

13.03 Presence

A Member at a meeting of the Members, a Director at a meeting of the Board, and a Committee member at a meeting of a Committee is deemed present if in attendance in person, or, if notice in accordance with these Bylaws contains the option to attend remotely, including but not limited to by telephone or video conference, if in attendance remotely.

13.04 No Proxies

There shall be no voting by proxy at any meeting of the Members, meeting of the Board, or meeting of a Committee.

13.05 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.

## ARTICLE 14 – MEETING OF THE MEMBERS

14.01 Calling a Meeting of the Members

(a) A meeting of the Members shall be held at the head office of the corporation or elsewhere in the Province of Prince Edward Island as the Board may determine and on such day as the Board shall determine.

(b) A meeting of the Members may be called by the President or any two (2) Directors at any time, provided that notice in accordance with Section 12.02 is given.

(c) Requisition

i. Ten percent (10%) of the Members of the Corporation may requisition the Board to call a meeting of the Members for any purpose connected with the affairs of the Corporation. The requisition shall state the general proposed purpose of 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.

ii. Upon deposit of the requisition, the Board shall call forthwith the meeting of the Members for the transaction of the business stated in the requisition. If twenty-one (21) days from the date of the deposit of the requisition elapse and the Directors do not call and hold the meeting, any of the requisitionists may call such meeting, which shall be held within sixty (60) days of 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.

iii. 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 12.02 and 14.01(a) and (b).

14.02 Quorum

(a) Twenty (20) Members present shall constitute a quorum for a meeting of the Members. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the business.

(b) If at any meeting of the Members a quorum is not present within thirty (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 Chair shall adjourn the meeting to a date not less than seven (7) and not more than fifteen (15) days thereafter. Notwithstanding Section 12.02, notice of the adjourned meeting shall be given by the Secretary in the manner otherwise herein provided, but five (5) days prior to the date on which the meeting has been adjourned to.

14.03 Chair

(a) The President, or the 1st Vice-President in accordance with Section 10.02(a), or 2nd Vice-President in accordance with Section 10.03(a), or in the absence, inability, or refusal of the President, 1st Vice-President, and 2nd Vice-President, an Officer determined by majority vote of the Board shall be the Chair at any meeting of the Members.

(b) At the discretion of the Directors present at the meeting, another individual who is not an Officer may be selected as Chair of the meeting of the Members.

## ARTICLE 15 – ANNUAL GENERAL MEETING OF THE MEMBERS

15.01 Annual General Meeting

(a) The Annual General 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 October 31st of each year.

(b) At each Annual General Meeting, the following business shall be transacted:

i. the report of the Directors shall be presented;

ii. the financial statements and the report of the auditors shall be presented;

iii. auditors shall be appointed for the fiscal year;

iv. Directors shall be elected in accordance with these Bylaws;

v. such other business as may properly be brought before an annual meeting of the Members

## ARTICLE 16 – MEETING OF THE BOARD

16.01 Calling a Meeting of the Board

(a) A meeting of the Board may be called at any time by the President, 1st Vice-President, 2nd Vice-President, or by formal resolution of the Board, provided that notice in accordance with Section 12.03 is given.

(b) A meeting of the Board shall be held at least four (4) times each fiscal year at such time as determined by the Board from time to time by resolution. The Board shall normally set a schedule of regular meeting dates at its first regular meeting following the Annual General Meeting.

(c) A meeting of the Board may be held at the close of any meeting of the Members without notice.

16.02 Quorum

(a) More than half (1/2) of Directors comprising the Board shall constitute a quorum for the purposes of conducting business.

(b) Less than half (1/2) of Directors comprising the Board shall constitute a quorum only for the purposes of calling a meeting to order and adjourning a meeting.

(c) Less than half (1/2) and four (4) or more Directors comprising the Board shall constitute a quorum only for the purpose of appointing Directors to fill vacancies as described in Section 7.04(b).

16.03 Chair

(a) The President, or the 1st Vice-President in accordance with Section 10.02(a), or 2nd Vice-President in accordance with Section 10.03(a), or in the absence, inability, or refusal of the President, 1st Vice-President, and 2nd Vice-President, an Officer determined by majority vote of the Board shall be the Chair at any meeting of the Board.

(b) At the discretion of the Directors present at the meeting, another individual who is not an Officer may be selected as Chair of the meeting of the Board.

16.04 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 17 – STAFF

17.01 Executive Director

(a) The Board may from time to time employ an Executive Director and may delegate to the position up to full authority to manage and direct the affairs of the Corporation, except such

matters and duties as relevant legislation or by Bylaw must be transacted or performed by the Board, Officers, or Members.

(b) The extent of authority delegated shall be clearly documented, provided to the Executive Director, and reviewed annually by the Board.

(c) The Executive Director shall conform to all lawful orders given by the Board and at all reasonable times give to the Board all information as may be required to manage the affairs of the Corporation.

(d) The Executive Director may employ further staff to support the purposes of the Corporation. New positions where remuneration is drawn from operational funds and not explicitly supported by program funding shall be presented to the Board and approved by resolution of the Board based on needs of the Corporation and available funds.

(e) The Executive Director shall have full discretion in hiring individuals following the establishment of positions in accordance with Section 17.01(d), except for

i. where there is a real, perceived, or potential conflict of interest which may arise as a result of, but is not limited to, the application for employment by an immediate or extended family member of the Executive Director and/or the individual responsible, wholly or in part, for the hiring decision; or

ii. where the position is full-time; or

iii. at the request of the Executive Director; or

iv. in other cases as identified from time to time by resolution of the Board.

In the occurrence of a conflict, request, or other such case, the Executive Director shall notify the Board of such conflict, request, or other case as identified by resolution in writing and an individual(s) appointed by the Board shall participate in the hiring decision.

(f) There shall be a Complaints Policy adopted by resolution of the Board within which a mechanism for addressing complaints raised by staff either regarding the Executive Director or where the complainant believes that the complaint was not appropriately managed by the Executive Director can be escalated and effectively managed.

## ARTICLE 18 – FINANCES

18.01 Director and Officer Remuneration

Directors and Officers shall not receive any remuneration for their services as such. It is specifically understood that at no time shall any person receive compensation from the Association for any form of wages or income lost as a result of performing their duties on behalf of the Association.

18.02 Expenses

The Board shall enact an Expense Policy outlining guidelines and limits for expenses incurred by a Director, Officer, or staff person in the fulfillment of their duties. Any Director, Officer, or staff person incurring such reasonable expenses will be reimbursed by the Association in the sole discretion of the Board.

18.03 Staff Remuneration

(a) The remuneration of the Executive Director shall be fixed by resolution of the Board and shall be in effect until varied by the Board. The Executive Director shall recuse themself from discussions of the Board related to Executive Director remuneration.

(b) The remuneration of staff employed by the Executive Director shall be fixed by the Executive Director in accordance with a remuneration grid fixed from time to time by resolution of the Board, except in such cases where remuneration is determined by the funder of the program resulting in the position.

18.04 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, 1st Vice-President, 2nd Vice-President, 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.

18.05 Fiscal Year

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

18.06 Borrowing Bylaw

The Board of Directors shall be empowered to borrow money for the purposes of the Association 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.

## ARTICLE 19 – AUDITORS

19.01 Appointment of Auditors

The Members shall at each Annual General Meeting appoint an accounting firm registered as practicing in Prince Edward Island to audit the accounts of the Corporation to hold office until the next Annual General Meeting unless removed under the terms of relevant legislation, provided that

the Board may fill any vacancy in the office of the auditor in the interim. The remuneration of the auditor shall be fixed by the Board.

19.02 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 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 20 – AMENDMENTS TO BYLAWS

20.01 Amending Process

Any Bylaw may be enacted, amended, or repealed by two-thirds (2/3) majority vote of those present at each of a properly called meeting of the Members and meeting of the Directors. Notice that the meeting will deal with the enactment, amendment, or repeal of a Bylaw must be included in the notice described in Section 12.02.

20.02 Initiative by Members

Any Member may propose enactment, amendment, or repeal of any Bylaw by giving prior notice, including the proposed actual wording, to the Secretary at least twenty (20) days prior to any meeting of the Members or meeting of the Directors that would consider it. Notice of such meeting shall be issued in accordance with Section 12.02.

20.03 Effective Date

The enactment, amendment, or repeal of any Bylaw adopted in accordance with Section 20.01 shall come into force at the adjournment of the latter of the meeting of the Members or meeting of the Directors at which they were adopted, unless said meeting adopts a resolution specifying when it shall become effective.

## ARTICLE 21 – WINDING UP

21.01 Winding up of the Corporation

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 with similar objectives 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**
**AMENDED BY THE MEMBERSHIP OCTOBER 30, 2026**

certified to be the Bylaw as adopted

| | |
|---|---|
| Devon Broome,<br>Executive Director | Earl Affleck,<br>President |
| Dated: October 30, 2026 | Dated: October 30, 2026 |