

PEI Family Violence Prevention Services Inc By-Law No. 1

1. DEFINITIONS

In these By-Laws:

- (a) “Association” means PEI Family Violence Prevention Services Inc.
- (b) “Board” means the Board of Directors of the Association;
- (c) “By-Law” shall mean this by-law and any other by-law of the Association in effect from time to time.
- (d) “Director” means a member of the Board.

2. HEAD OFFICE

The head office of the Association shall be located at the City of Charlottetown, in the Province of Prince Edward Island. The Association may establish such other offices and agencies elsewhere within Prince Edward Island as the Board may consider appropriate.

3. CORPORATE SEAL

The seal of the Association shall be in such form as shall be prescribed by the Board and shall have the words “PEI Family Violence Prevention Services Inc” endorsed thereon.

4. PURPOSE/OBJECTS

The objects of the Association are to carry on throughout the Province of Prince Edward Island, without pecuniary gain to its members, as follows:

- 4.1 To provide services, counselling and facilities, including residential facilities, for persons affected by domestic, physical or emotional violence.
- 4.2 To provide the public with all available information on domestic violence.
- 4.3 To keep the appropriate governmental agencies informed of the problems and needs of persons victimized by domestic violence.
- 4.4 To co-ordinate legal, social and residential services for persons affected by domestic violence.
- 4.5 To acquire funds, equipment, and assets for use in support of these objectives.
- 4.6 To purchase, lease, exchange, hire, or otherwise acquire any real or personal property, or any rights or privileges which the Association may think necessary or convenient for the purpose of its business.
- 4.7 To do all such other acts as may be reasonably necessary or expedient for the attainment of the objects of the Association.

- 4.8** To have all of the powers set out in Section 13 of the *Companies Act* (R.S.P.E.I. 1974, Cap. C-15) which are compatible with the exclusively charitable nature of the Association.
- 4.9** To have all the rights, powers, franchises and privileges that a private individual might or could possess or enjoy and which are compatible with the exclusively charitable nature of the Association.
- 4.10** To carry on the above activities, and work toward the above objects, without gain to members, and to use any monies acquired in the further promotion of the above objects.

5. MEMBERSHIP

5.1 Any individual resident of Prince Edward Island who:

- (i) is over the age of 18;
- (ii) subscribes to the objects of the Association;
- (iii) has applied for membership and has been accepted as a member by the Board; and
- (iv) has paid the prescribed initial membership fee.

shall be admitted as a member of the Association.

- 5.2** The initial membership fee to be paid by an applicant for membership shall be set by the Board from time to time.
- 5.3** Memberships must be renewed on an annual basis. The renewal fee to be paid shall be set by the Board from time to time, and shall be paid by May 31. If any member has not paid the required renewal fee within 90 days of that date, his or her membership shall be automatically terminated.
- 5.4** Every member of the Association, in good standing, shall be entitled to attend and to vote in person at any general or special meeting of the Association's members. A member in good standing is a member who has paid his or her initial membership fee, and renewal fees in accordance with Article 5.3, continues to hold the qualifications for membership set out in Article 5.1(iii), and whose membership has not been suspended or terminated.
- 5.5** The Board may establish additional classes of membership, including honorary memberships, and shall establish the rights of such classes, and the membership fees, if any, to be paid by any such classes.
- 5.6** Membership in the Association shall not be transferable.
- 5.7** A member may resign from membership by giving notice in writing to the Secretary of the Association.

- 5.8** Membership in the Association shall automatically cease upon the death of a member, or if a member ceases to meet qualifications for membership set out in Article 5.1(iii).
- 5.9** The membership of any member may be suspended or terminated by the vote of two-thirds of the members present at a duly called meeting of the members. The member affected shall be given an opportunity to be heard before any such vote is taken.

6. DIRECTORS

Board of Directors

- 6.1** The affairs of the Association shall be directed by the Board of Directors of not less than 7 and not more than 11 members. The exact size of the Board shall be determined by resolution passed by the Board from time to time.
- 6.2** Any member of the Association who is in good standing, who has the legal capacity to contract, and who is not employed by the Association, is eligible to be elected to the Board.
- 6.3** The following geographic areas shall be represented on the Board by a resident of the areas: West Prince, East Prince, Queen's County, and Eastern Prince Edward Island. In addition, the francophone community of the Province of Prince Edward Island will be represented by a francophone resident of the Province. An effort will also be made to include a mix of people from other cultural and ethnic backgrounds, genders, and ages on the Board.
- 6.4** One seat on the Board will be reserved for the Association staff member who is selected in accordance with the Collective Agreement between the Association and the International Union of Operating Engineers, Local 942. That seat shall not be part of the nomination or election process outlined in the Bylaws.
- 6.5** Any lack of the representation on the Board provided for in Article 6.3 or 6.4 at any time (e.g. due to a vacancy or change of residence) shall not affect the validity of anything done by the Board.

Directors Terms of Office

- 6.6** Each elected Director shall serve a three-year term. No elected Director shall serve for more than two consecutive terms. The terms of the elected Directors will be staggered so as to ensure continuity. To accomplish this objective, at the next annual general meeting of the members, a relatively equal number of the selected Directors will be elected for one, two, and three year terms. Elected Directors shall serve until the end of their term, or until their successors are elected, whichever comes last.

Election of Directors

6.7 The elected Directors shall be elected by the members at the annual general meeting.

Nomination of Directors

6.8 A nominating committee selected by the Board shall propose a list of nominees for vacant positions to the Board prior to the annual general meeting. The Board shall provide a list of its proposed nominees to the members in the notice of the annual general meeting.

6.9 A member in good standing may nominate a member to be elected as a Director from the floor at an annual general meeting, provided the member gives notice of his/her intention to do so to the Secretary of the Association at least fourteen (14) calendar days before the annual general meeting, provides the intended nominee's consent in writing to the nomination, and provides proof that the member is qualified to be elected as a Director as provided in the By-Laws.

6.10 An election of Directors from those persons who have been validly nominated shall be conducted by secret ballot.

6.11 If the number of valid nominations equals the number of seats up for election, the Chair shall declare each nominee elected by acclamation.

Vacancies

6.12 In the event that an elected Director's seat becomes vacant, the vacancy may be filled for the unexpired portion of that term and until a successor is elected by the remaining members of the Board.

Board Meetings

6.13 The Board or the Chair shall meet at least four (4) times per year at a time and place to be determined by the Board. At least forty-eight (48) hours written notice of any Board meeting shall be given.

6.14 Any question arising at a meeting of the Board shall be decided by a majority of the votes cast at the meeting. In the event of an equality of votes, the Chair shall have a second or deciding vote.

6.15 A majority of Directors shall constitute a quorum.

6.16 A majority of Directors may direct that the Chair call a special meeting of the Board at a specified time and place by giving at least forty-eight (48) hours written notice to the Chair.

6.17 A Director may participate in a meeting of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each

other, and a Director participating in such a meeting by such means shall be deemed to be present at that meeting.

- 6.18** A resolution in writing signed by the Directors, or counterparts of such resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Board, including any resolution consented to by electronic means in accordance with Article 14.2 of the By-Laws, is as valid as if it had been passed at a meeting of the Board of Directors duly called, constituted and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Board.
- 6.19** All Directors of the Association, when representing the Association, shall present the position of the Association as established by the Board.

Removal of a Director

- 6.20** A Director who fails to attend 3/4 of all Board meetings held in a year, or three (3) Board meetings in a row, without reasonable excuse, may be removed from the Board by a vote of the majority of Directors. The Director affected will be given an opportunity to be heard before any such vote is taken.
- 6.21** A majority vote of Directors may remove a Director, for cause, from the Board. The Director affected shall be given an opportunity to be heard before such a vote is taken.

Remuneration of Directors

- 6.22** Directors shall serve without remuneration and no Director shall directly or indirectly profit from his or her position as such.

7. POWERS OF THE BOARD

- 7.1** The Board may exercise all such powers of the Association which are not by the *Companies Act*, its letters patent, or the By-Laws, required to be exercised by the members at a meeting.
- 7.2** The Board will be responsible to a) provide the linkage with the membership; b) create and maintain written governing policies; and c) continually assure organizational performance.
- 7.3** The Board shall have power to authorize expenditures on behalf of the Association and may, from time to time, delegate that authority by resolution to an Officer or Officers of the Association, or to the Executive Director, on such terms as the Board sees fit.
- 7.4** The Board may employ an Executive Director and such other employees, and professional advisors and consultants, as it deems necessary from time to time.
- 7.5** The Board may appoint such committees of Directors or members, or both, and may assign them such advisory duties as the Board deems appropriate. Committee members shall serve at the will of the Board.

7.6 For the purpose of carrying out its objects, the Board may borrow or raise or secure the payment of monies in such manner as it thinks fit.

8. OFFICERS AND DUTIES

8.1 The Officers of the Association shall consist of the Chair, the Vice- Chair, the Secretary, the Treasurer, and the Past Chair. Directors and Officers shall be elected by the Board at its first meeting following the annual general meeting. The offices of Secretary and Treasurer may be held by one person. An Officer shall hold office until the first meeting of the Board after the next annual general meeting and until his/her successor is appointed. Officers shall be subject to removal at any time by resolution of the Board. The Board may fill a vacancy in an Officer's position for the remaining term.

Chair

8.2 The Chair will be responsible to ensure the integrity of the Board's governance. The Chair will preside at all meetings of the Board and shall be *ex officio* on all committees (except the Nominating Committee).

8.3 The Chair, subject to the control of the Board of Directors, shall perform such duties as may generally be performed by a Chair, and is the main spokesman of the Association.

Vice-Chair

8.4 The Vice-Chair, in the absence of the Chair, shall exercise the powers of the Chair, and such other powers as may from time to time be assigned by the Board. If the Chair is absent from a meeting, a Chair shall be chosen by the Directors for that meeting.

Secretary

8.5 The Secretary is responsible for the accuracy and integrity of Board documents.

8.6 The Secretary shall attend all meetings of the Association and of the Board and shall keep or cause to be kept accurate minutes; shall have charge of the seal of the Association, which whenever used shall be authenticated by the signatures of the Chair and the Secretary, or, in the case of the inability of either to act, by a Vice-Chair and one other Director, respectively. In the absence of the Secretary, the Secretary's duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all correspondence of the Association, and shall present all correspondence to and from the Association to the Board in a timely manner. The Secretary shall also keep a record of all members of the Association and their addresses, and shall send all notices of the various meetings as required.

Treasurer

8.7 The Treasurer shall be responsible for ensuring that all monies owing by the Association are paid and for receiving all monies paid to the Association, shall be responsible for the deposit of these monies in whatever bank, trust company or credit union the Board may order; shall properly account for the funds of the Association; shall keep such books of account and records as may be directed; and shall present a full, detailed, duly account of receipt and disbursements to each annual general meeting held by the Association.

Past Chair

8.8 The Immediate Past Chair chairs the Nominating Committee, serves as a member of the Executive Committee and performs other duties as may be assigned by the Board. In the event the office of the Chair becomes vacant, the Immediate Past Chair shall assume the office of Chair for the unexpired portion of the term as well as for the full term which he/she would automatically assume under the bylaws.

8.8.1 Term: One year. Annual meeting to annual meeting.

8.8.2 Specific Duties and Responsibilities

1. Chair the Nominating Committee.
2. Serve as a member of the Executive Committee.
3. Prepare for and attend meetings of the Board and Executive Committee.
4. Attend association functions and events.

8.8.3 Qualifications

- Automatically accedes to the office of Immediate Past Chair upon completing his/her term as Chair
- Active voting member of the association

8.8.4 Time Commitment Required

- Board meetings – Quarterly meetings, 7 hours each, plus 6 hours of preparation quarterly.
- Executive Committee meetings – 3 1-hour conference calls per year, plus preparation time.
- Nominating Committee – see committee overview.

8.9 The duties of the Officers may be varied, added to, or limited by, the Board from time to time.

9. INDEMNIFICATION

9.1 No Director, Officer, member, authorized agent or volunteer, of the Association, shall be liable or responsible for the debts or liabilities of the Association.

9.2 Every Director and Officer of the Association, and his or her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the

funds of the Association from and against all costs, charges, and expenses which he/she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her in or about the execution of the duties of his/her office, and also from and against all other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own wilful neglect or default.

- 9.3** No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, employee, agent, independent contractor, or volunteer, or for joining in any receipt or act, for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association; for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested; for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited; for any loss occasioned by an oversight or error in judgment on his/her part; for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or relation thereto, unless the same shall happen by his or her own or through his/her own wilful act or default. Directors may rely upon the accuracy of any financial or other statement or report prepared pursuant to the Bylaws, and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 9.4** The Association may, at its expense, protect itself and its Directors and Officers against any liability, cost, or expense by purchasing and maintaining insurance.

10. MEETINGS OF MEMBERS

- 10.1** Every member in good standing shall have one vote at any annual general or special meeting of the members. There shall be no proxy voting.
- 10.2** Member meetings will include:
- 10.2.1** An ordinary or special meeting of the members called by the Secretary upon direction by the Chair.
 - 10.2.2** A special meeting of the members requested in writing by a majority of members in good standing.
 - 10.2.3** The annual general meeting (AGM) of the Association which shall be held within three (3) months after the end of the fiscal year of the Association.
- 10.3** At least seventy-two (72) hours notice shall be given of any ordinary or special meeting of the members.

- 10.4 Written notice to the last known address of each member in good standing shall be given no less than ten (10) calendar days prior to the annual general meeting of the members.
- 10.5 Notice of an ordinary, special, or annual general meeting of the Association may be written, oral, or otherwise communicated by electronic means in accordance with Article 15.1. The accidental failure to, give such notice to or the non-receipt of such notice, by a member shall not invalidate the proceedings at any such meeting.
- 10.6 The present and voting members at the member's meeting shall constitute a quorum.
- 10.7 At all meetings of members of the Association, every question shall be determined by a majority of votes duly cast, unless otherwise specifically provided by the *Companies Act*, or the By-Laws.
- 10.8 At any meeting of the members any question (other than the election of Directors) shall be determined by a show of hands, unless a poll on the question is demanded.

11. AMENDMENT OF BY-LAWS

- 11.1 New By-Laws may be adopted or the By-Laws may be amended or repealed, by a majority of the Directors at a meeting of the Board but every such By-Law, amendment, or repeal shall, unless in the meantime confirmed by at least 2/3 of the votes cast at a meeting of the members duly called for that purpose, only have effect until the next annual general meeting of the members of the Association. If the By-Law is not confirmed by such a vote at such a meeting, it shall at and from that time cease to have force.
- 11.2 A copy of any proposed By-Law changes must be sent to each member at least ten (10) days prior to the date of the meeting at which the proposed amendments will be introduced.

12. AUDITORS

- 12.1 The financial year of the Association shall be the fiscal year and the fiscal year shall end on the 31st of March of each year.
- 12.2 The members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Association. The auditor shall hold office until the next annual general meeting, or until a successor is appointed. If the members fail to appoint an auditor, the Board may do so.

13. SIGNATURE AND CERTIFICATION OF DOCUMENTS

- 13.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be approved by the Board and shall be signed by any two Directors. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The members of the Board shall have power to, from time to time by resolution, appoint any person or persons on behalf of the Association to sign contracts, documents or instruments in writing.

14. BOOKS AND RECORDS

- 14.1** The Board shall see that all necessary books and records of the Association or as required by the By-Laws or by any applicable statute or law, are regularly and properly kept.

15. ELECTRONIC COMMUNICATION

- 15.1** Any requirement under these By-Laws, or otherwise, for notice to be given to any person, shall be satisfied if such notice is given by means of electronic communication using any internal or external and general recognized electronic mail system, to such address as is provided by such person to the Association from time to time. Furthermore, the requirement, whether hereunder or otherwise, for any resolution or other matter to be in writing and signed by any person (or counterpart of such resolution of such matter) shall be satisfied by such person communicating his/her consent to such resolution or other matter by such electronic mail system to such address as specified by the Association from time to time. The Board of Directors may determine, in their sole discretion, the formal requirements of any such communication.

16. INTERPRETATION

- 16.1** In the By-Laws and all other resolutions of the Association, unless a contrary intention is expressed, words importing the singular number only shall include the plural word and vice-versa; words importing the masculine gender shall include the feminine and neuter genders.

17. WAIVER OF NOTICE

- 17.1** Whenever any notice is required to be given to any Director or member under these By-Laws, a waiver thereof in writing, signed by that person, whenever signed, shall be deemed equivalent to such notice. Attendance at a meeting shall be deemed to constitute waiver of notice, unless the Director or member attends for the express purpose of objecting to the meeting because it was not appropriately called.

18. RULES OF ORDER AND POLICIES

- 18.1** Board and membership meetings shall be conducted according to Roberts Rules of Order, Newly Revised. Expeditious, orderly, and considerate pursuit of Association business shall be the object of each meeting. If, in any cases, these By-Laws conflict with these rules, the By-Laws shall prevail.
- 18.2** The Board may prescribe policies not inconsistent with these By-Laws relating to the management, objects and operations of the Association as they deem appropriate.

19. DISSOLUTION

Upon the dissolution or winding up of the Association, the assets of the Association shall be distributed to other charitable organizations with like or similar objects.

Resolution

Bylaw No. 1

PEI Family Violence Prevention Services Inc

Upon motion duly made, seconded, and carried, it was resolved that:

Bylaw No. 1, being a general bylaw, a copy of which is attached, and which was enacted by the Board of Directors on April 16, 2008 be and the same are hereby ratified and confirmed as a Bylaw of the Association, and all previous Bylaws of the Association, including the Bylaws incorporated into the Memorandum of Agreement approved by the Board of Directors of the Association on May 20, 1987 and ratified by the membership of the Association on June 9, 1987, are hereby rescinded.

This resolution was duly passed by a majority of the members of the Association at a general annual meeting held on June 26, 2008.

Chair

PEI Family Violence Prevention Services Inc By-Law No. 2

(General Borrowing By-Law)

BORROWING

- 1.** The Directors may and they are hereby authorized from time to time, pursuant to s. 78 of the *Companies Act* to:
 - (a)** Borrow money upon the credit of the Association;
 - (b)** Limit or increase the amount to be borrowed;
 - (c)** Issue bonds, debentures, debenture stock or other securities of the Association;
 - (d)** Pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such prices as may be deemed expedient;
 - (e)** Mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking and rights of the Association, to secure any such bonds, debentures, debenture stock, or any other liability of the Association.
 - (f)** The Directors may from time to time by resolution delegate to the Chair and the Secretary or to any two Officers of the Association (including the Chair or the Secretary) all or any of the powers conferred on the Directors by this By-Law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.
 - (g)** The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Directors or Officers independently of a borrowing By-Law.

Enacted by the Board of Directors on April 16, 2008, and ratified by 2/3 of the members of the Association who cast votes at an annual general meeting held on June 26, 2008.

Chair

Resolution

Bylaw No. 2

Transition House Association

Upon motion duly made, seconded, and carried, it was resolved that:

Bylaw No. 2, being a general Borrowing Bylaw, a copy of which is attached, and which was enacted by the Board of Directors on April 16, 2008 be and the same are hereby ratified and confirmed as a Bylaw of the Association.

This resolution was duly passed by a 2/3 majority of the members of the Association at a general annual meeting held on June 26, 2008.

Chair

Transition House Association By-Law No. 3

(General Banking By-Law)

2. The Directors may from time to time borrow money from any Bank (herein called the "Bank") upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable; and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, moveable or immoveable, present or future, including book debts, unpaid calls, rights, powers, undertaking, franchises and the Association's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Association to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents, and instruments as may be necessary or useful in connection with the borrowing of money by any other banking business of the Officers, employees or agents of the Association to exercise any of the rights, powers and authorities conferred by this By-Law upon the Directors.
3. The borrowing of money from the Bank from time to time heretofore under the authority of the Directors of the Association and the giving of security therefore are hereby ratified and confirmed.
4. This By-Law shall continue in force as between the Association and the Bank until a By-Law repealing this By-Law shall have been validly passed and confirmed and a copy thereof, duly certified under the seal of the Association, shall have been delivered to the Bank and receipt thereof acknowledged by the Bank.

Enacted by the Board of Directors on April 16, 2008, and ratified by a 2/3 majority of the members of the Association at an annual general meeting held on June 26, 2008.

Chair

Resolution

Bylaw No. 3

PEI Family Violence Prevention Services Inc.

Upon motion duly made, seconded, and carried, it was resolved that:

Bylaw No. 3, being a general Banking Bylaw, a copy of which is attached, and which was enacted by the Board of Directors on April 16, 2008 be and the same are hereby ratified and confirmed as a Bylaw of the Association.

This resolution was duly passed by a 2/3 majority of the members of the Association at a general annual meeting held on June 26, 2008.

Chair