

PRINCE EDWARD ISLAND

HOME AND SCHOOL

FEDERATION INC.

BY - LAWS

Incorporated March 27, 1997

Revised April 24, 1999

Revised October 14, 2003

Revised October 25, 2006

PRINCE EDWARD ISLAND HOME AND SCHOOL FEDERATION INC.  
BY-LAWS

ARTICLE I - NAME

The name of the Corporation is PRINCE EDWARD ISLAND HOME AND SCHOOL FEDERATION INC.

ARTICLE II - DEFINITIONS

In these By-Laws:

- (1) "Board" shall mean the Board of Directors of this Corporation;
- (2) "By-Laws" shall mean the by-laws of this Corporation as amended from time to time;
- (3) "Corporation" shall mean PRINCE EDWARD ISLAND HOME AND SCHOOL FEDERATION INC.;
- (4) "MEMBER" means any interested citizen who joins a Local Association;
- (5) "Local Association" means a group of members who, with the approval of the corporation are organized as a group in order to participate in the affairs of the corporation.

ARTICLE III - PURPOSES AND OBJECTIVES

The purposes and objects of the Corporation are as follows:

- (a) To provide an independent organization of citizens concerned with the establishment, encouragement and development of the highest standards in public education in Prince Edward Island;
- (b) To provide members of the public with an understanding of the administration and the content of the various programs of the school system and to provide a meaningful voice in decisions affecting children; at each school level within the school system;
- (c) To recommend improvements within the system of public education and to press for needed changes at all levels of authority; at each school level within the school system;
- (d) To establish an effective and functioning communication system between parents, other citizens, various educational institutions and all levels of government in Prince Edward Island;
- (e) To encourage and assist in the establishment of Local Associations, assisting each such group in every way possible to become an active and responsible part of the educational system;
- (f) To affiliate with and promote the aims and objectives of the Canadian Home and School Federation;
- (g) To enter into any arrangements with any authorities, municipal, federal, provincial, local or otherwise, that are conducive to the corporation's objects, or any of them,

and to obtain from any such authority any rights, privileges and concessions which the corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (h) To cooperate with other organizations, whether incorporated or not, which have objects similar to the objects of the Corporation;
- (i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading, warrants and other negotiable instruments or transferrable instruments;
- (j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them;
- (k) To have and exercise all and every the powers set forth in Section 15 of the Companies Act, R.S.P.E.I. 1988, Cap.C-14, and amendments thereto;
- (l) In connection with the foregoing, to have and exercise all the rights, powers, authorities and privileges that a private individual might or could possess or enjoy.

#### ARTICLE IV - MEMBERSHIP

- \_\_\_\_\_ (1) Membership in the Corporation shall be composed of three classes, namely, active membership, associate membership and life membership.

\_\_\_\_\_ Active membership (voting) in a local Home and School Association shall be open to all parents/guardians of children attending the school and shall be open to all teachers, administrators, and staff employed by the school.

Associate membership (non-voting) shall be open to those members of the community resident within the school attendance zone, who subscribe to the aims and objectives of the PEI Home and School Federation as defined in its bylaws, and who are not eligible for active membership as defined in clauses (1) and (2).

\_\_\_\_\_ Life Membership. The Board may elect to life membership persons who have rendered outstanding service in the interests of the Corporation but such member shall not be entitled to vote.

- (2) Any corporation or unincorporated association which is a member of the Corporation may designate by written instrument, filed with the Secretary of the Corporation, a nominee to represent such corporation or unincorporated association in all matters pertaining to the Corporation, and such nominees so designated shall have the right to attend meetings of members of the Corporation and to vote thereat on behalf of the corporation or unincorporated association until the corporation or unincorporated association making such designation ceases to be a member. No one person may be a nominee of more than one corporation or unincorporated association.
- (3) The interest of a Member in the Corporation is not transferrable and lapses and ceases to exist upon his death or when the period of his membership expires or when he ceases to be a member by resignation or otherwise in accordance with the

by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.

- (4) Any member of the Corporation shall cease to be a member of the Corporation upon a resolution to that effect being passed by at least seventy-five percent of the votes cast at a special general meeting of members.

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#### ARTICLE V - MEETINGS OF MEMBERS

- (1) ANNUAL MEETINGS. There shall be an Annual Meeting of the Corporation held at any place within Prince Edward Island in April of each year, of which meeting due notice shall be given to all members of the Corporation. At the Annual Meeting there shall be presented a report of the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon, the election of the Board of Directors and Officers, and for such other business relating to the Corporations' affairs as the directors may determine.
- (2) SEMI-ANNUAL MEETINGS. A Semi-Annual Meeting of the Corporation shall be held in mid-term of each year, such date, place and time to be determined by the board of directors for the purpose of reviewing and acting on recommendations of the Finance and Standing Committees, to review the budget and announce the date and time for the Annual Meeting as determined by the Federation Executive and Board of Directors.
- (3) SPECIAL GENERAL MEETINGS. Special General Meetings may be convened on written request of not less than twenty-five percent (25%) of the regular membership setting forth the reasons for calling such meeting.
- (4) Each Local Association may appoint from its paid membership five (5) voting delegates to the Annual Meeting of the Corporation. Only those Local Associations whose fees for the preceding year have been paid in full at the time of the Annual Meeting of the Corporation shall be entitled to vote thereat.
- (5) At least seven days written notice shall be given to each Member of any Annual, General or Special General Meeting of Members.
- (6) No error or omission in giving notice of any annual , general or special general meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (7) A quorum for Annual, Semi-Annual, and Special General Meetings of the Corporation shall be a simple majority of all Local Associations whose fees for the preceding year have been paid in full at the time of the Annual Meeting. If sufficient members are not present to constitute a quorum the chair may constitute the members present as a Committee of the Whole, who may then discuss and debate the items on the agenda, and make motions regarding them, to be ratified at the reconvened meeting.

## ARTICLE VI - DIRECTORS

- (1) At the Annual Meeting of the Corporation, the voting delegates shall elect a Board of Directors comprised of the Executive Committee and the eight (8) Regional Directors as hereinafter provided for.
- (2) Subject to the By-laws or directions given them by a majority vote at any meeting of the Members properly called and duly constituted, the Board shall have control and management of the business and affairs of the Corporation.
- (3) Any member of the Board of Directors may be suspended from the Board by a vote of seventy five percent (75%) of the Board present at a meeting, which suspension shall be presented for ratification to a Special General meeting of the Corporation called for that purpose within thirty (30) days of the date of the suspension.
- (4) The Board of Directors may appoint special committees of Board or non-Board members which shall report to the Board when directed by the Board. At least one member of the Board shall sit on any such committee, where possible.
- (5) The Board of Directors shall have power to hire or discharge such permanent or part-time employees as may be necessary to carry on the business of the Corporation and shall further have the right to review terms of employment.
- (6) All Directors of the Corporation, when representing the Corporation, shall present the position of the Corporation or the Board established in accordance with the By-laws.
- (7) Any Director may vote at any meeting of the directors and a vote on any issue may also be taken by signed documents from all Board members.

## VII - MEETINGS OF DIRECTORS

- (1) Meetings of the Board shall be called by the President at least forty-eight (48) hours before being held; a special meeting may be called on the instructions of one-third of the Board members, provided a notice of such instruction is presented to the President in writing to call such meeting for the time and place specified in the notice.
- (2) Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each Director at least two business days before the meeting is to take place, provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meetings or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.
- (3) For the first meeting of the Board to be held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or

appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

- (4) A simple majority of the Board members shall constitute a quorum for the transaction of business. In case of an equality of votes the chairperson of the meeting shall have a casting vote.

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#### ARTICLE VIII - ELECTION OF OFFICERS

- (1) The officers of the Corporation shall compose the Executive Committee of the Corporation and shall have power to act and to administer emergency matters of the Corporation between meetings of the Board of Directors. The officers of the Corporation shall be the President, the Vice-President, the Secretary and the Treasurer who shall be elected by the membership. The Past-President shall also be a voting member of the Executive Committee.
- (2) All officers of the Corporation shall be elected for a term of two (2) years, not including time served in completing a predecessor's term. No officer may be elected to the same position after expiration of their two year term, except if there are no other nominations or in special circumstances. A person shall be eligible for renomination to the same office after a lapse of one year.
- (3) To provide for the orderly administration of the affairs of the Corporation, it is understood that the Vice-President shall accede to the office of President whose term of office has expired.
- (4) Should any elected officer, except the President, be unable to complete their term of office, the interim position may be filled by the Board of Directors from the membership.
- (5) A majority of the members of the Executive Committee shall constitute a quorum at the Executive Committee meetings.

#### ARTICLE IX - DUTIES OF OFFICERS

- (1) The President shall call meetings of the Executive Committee and shall when present preside at all meetings of the Corporation. The President shall represent or ensure representation at the National Federation Meetings and shall serve as the principle spokesperson or representative of the Corporation in all organizational and administrative matters.
- (2) The Vice-President shall assist the President and the latter's absence, shall perform the duties of President; in the absence of the President, the Vice-President shall preside at all meetings of the Corporation and the Board. In the absence of the President and Vice-President, a chairperson shall be chosen to preside at meetings. Should the president be unable to complete the term of office, the office of President shall be assumed by the Vice-President.
- (3) The Secretary shall attend all meetings of the Corporation and of the Board and shall keep or cause to be kept accurate Minutes of the same; and shall have charge of the seal of the Corporation. In the case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board.

- (4) The Treasurer shall receive all monies paid to the Corporation and shall be responsible for the deposit of same in whatever bank, trust company or credit union the Board may order; and shall properly account for the funds of the Corporation and keep such books of account and records as may be directed; and shall present a full, detailed account of receipt and disbursements to the Annual Meeting, duly audited as hereinafter set forth.
- (5) The Past-President shall be responsible for review of the by-laws and policy manual of the Corporation. The Past-President shall serve as the Nomination Chairperson.
- (6) All officers of the Corporation, when representing the Corporation, shall present the position of the Board of Directors established in accordance with the By-Laws.

#### ARTICLE X - EXECUTIVE DIRECTOR

- (1) There shall be an Executive Director who shall be appointed by and responsible to the Board of Directors. The Board of Directors shall determine the remuneration paid to the Executive Director, including expenses. The Executive Director shall not hold a provincial office, either as a member of the Board of Directors or of the Executive Committee, and shall not have a vote at any meeting of the Corporation.
- (2) The Executive Director shall be an ex-officio member of the Board of Directors and Executive Committee.
- (3) The Executive Director shall have charge of all correspondence of the Corporation and be under the direction of the President and the Board; the Executive Director shall also keep a record of all members of the Corporation and their addresses, and send all notices of the various meetings as required. The Executive Director shall have all correspondence to and from the Corporation available to be presented to the Board.
- (4) Under the general authority and instructions of the Executive Committee and subject to these By-Laws, the Executive Director shall be responsible for the organization, management, direction and control of the operations of the Corporation and the day-to-day administration of its affairs. The Executive Director shall assist the Directors and Officers, and in particular the Secretary and the Treasurer in carrying out their duties on behalf of the Corporation.

#### ARTICLE XI - LOCAL ASSOCIATION

- (1) A Local Association, which may be known as a Home and School Association, may be formed in any school on Prince Edward Island for the furtherance of the purposes and objectives of the Corporation, upon membership application to and acceptance by the Board of the Corporation. Adoption of the By-Laws of the Corporation shall be a prerequisite for acceptance of a Local Association within the Corporation.
- (2) Membership in a Local Association shall be open to all persons interested in the welfare of children and youth.
- (3) Any person subscribing to the purposes and objectives of the Corporation may join by becoming a member of a Local Association. Every member who joins a Local

Association which is a member of the Corporation, shall automatically be a member of the Corporation and the Canadian Home and School Federation.

- (4) Any Local Association having the purposes and objectives set out in the By-Laws of the Corporation shall be permitted to use the name of “Home and School Association”, upon becoming affiliated with the Corporation.
- (5) An annual fee, the amount of which shall be fixed at each Annual Meeting, shall be payable by each Local Association on or before February 28<sup>th</sup> in each and every year in order to retain membership in the Corporation and have voting privileges at the Annual Meeting.
- (6) The Corporation shall pay an annual fee to the Canadian Home and School Federation as set out by the Canadian Federation’s By-laws and Standing Rules.
- (7) There shall be a registration fee for the Annual Meeting of the Corporation. The amount of such fee shall be determined by the Board of the Corporation.
- (8) All Life Members of the Corporation and the Canadian Home and School Federation residing in Prince Edward Island shall be exempt from paying any required fees.

#### ARTICLE XII - REGIONAL DIRECTORS

- (1) The voting membership (i.e. the representatives from all Local Associations) at its Annual Meeting shall elect two (2) persons from Local Associations from each of the four (4) regions within the Province of Prince Edward Island to sit on the Board of Directors.
- (2) The Regional Directors shall hold office for two (2) years but elections shall be arranged so that one Director in each Region retires each year.
- (3) In the event that any Regional Director resigns or ceases to hold office for any reason before the expiration of their term, the Board of Directors may appoint a successor for the unexpired portion of the term.
- (4) In the event that all Regional Directors positions are not filled at the Annual Meeting of the Corporation, these positions may be filled at any subsequent meeting of the Board of Directors.
- (5) The duties of the Regional Directors shall be to direct the policy and administer the affairs of the Corporation between Annual Meetings and to represent the respective Regions at meetings of the Corporation. The Regional Directors shall advise the President on any matters related to the business of the Corporation and shall act as a liaison between School Regions, School Councils (as defined in the School Act), Local Associations, and the Corporation.

#### ARTICLE XIII - NOMINATING COMMITTEE

- (1) The Board of Directors shall, at the earliest practical date each year and not later than six weeks before the Annual Meeting, appoint a Nominating Committee of three members. The Nominating Committee shall prepare a slate of nominee for the Regional Directors and Officers of the Corporation for election at the Annual

Meeting. The immediate Past President will act as Chairperson of this committee.

- (2) The Committee shall post the list of nominees on the day of the meeting in clear view for all delegates to view. Further nominations may be received from the floor.
- (3) Elections of officers shall be by plurality of votes.

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#### ARTICLE XIV - EXTERNAL REVIEW

- (1) At the Annual Meeting members shall appoint an accountant to conduct a review of the finances of the Corporation.
- (2) Following the end of each financial period, the accounts of the Corporation shall be examined and a review engagement letter on the financial statements, including the income and expenditures and the balance sheet, in accordance with generally accepted accounting principles, shall be provided by the accountants.
- (3) Each member of the Board shall at all times have access to such books and records.
- (4) The membership may resolve not to appoint auditors, but such resolution is only valid until the next succeeding annual meeting.

#### ARTICLE XV - FISCAL YEAR

- (1) The fiscal year of the corporation shall be January 1 to December 31 in each year.

#### ARTICLE XVI - REMUNERATION

- (1) No director, officer or Member of the Corporation shall receive any honorarium for his services; but may be reimbursed for out-of-pocket expenses approved by the Executive Committee.

#### ARTICLE XVII - BORROWING POWERS

- (1) For the purpose of carrying out its objects, the Corporation may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of promissory notes, debentures, mortgages, and the like, but this power shall be exercised only under the authority of the Corporation and in no case shall debentures be issued without the sanction of an extraordinary resolution of the Corporation passed at a duly constituted meeting of the regular Members.

#### ARTICLE XVIII - PARLIAMENTARY PROCEDURE

- (1) Parliamentary procedure shall govern all points respecting the holding and conduct of meetings of the Corporation not covered in these By-laws and the Canadian Home and School & Parent-Teacher Federation By-Laws.

#### ARTICLE XIX - CORPORATE SEAL

- (1) The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal shall be retained in the custody of the Secretary of the Corporation.

#### ARTICLE XX - SIGNING OFFICERS

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, the Vice-President, the Executive Director and the Treasurer.
- (2) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two of the Executive of the Corporation and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contract, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (3) The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

#### ARTICLE XXI - AMENDMENTS TO BY-LAWS

Any By-Law may be repealed or amended by a By-Law passed by a majority of not less than seventy-five percent (75%) of the regular members entitled to vote as are present in person at a general meeting of which one month's notice in writing specifying the intention to propose the repeal or amendment of the By-Law has been duly given.

#### ARTICLE XXII - INDEMNIFICATION OF DIRECTORS AND OTHERS

Every director of the Corporation, and his or her heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses which he or she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her in or about the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or 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 or her own willful neglect or default.

#### ARTICLE XXIII - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act for the conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or 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 or for any loss occasioned by an oversight or error in judgment on his part or for any other loss, damage or misfortune which may happen in the exercise of his respective duties or trust or relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE XXIV - DISSOLUTION AND WINDING UP

The net profit of the Corporation shall be expended in the operation of the corporation and in the event of a winding up or other dissolution of the Corporation, there shall not be any distribution of any kind among members, but the funds of the Corporation shall be applied to the Canadian Home and School Federation (or some one or more charitable organizations within the community serviced by the Corporation).

ARTICLE XXV - INTERPRETATION

In these By-Laws, all other By-Laws and all resolutions of the Corporation, 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.

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