

## **PEI MFRC 2020 BY-LAW - AMENDED**

### **BY-LAWS OF P.E.I. MILITARY FAMILY RESOURCE CENTRE INC. / CENTRE DES RESSOURCES AUX FAMILLES MILITAIRES DE L'I.P.E. INC.**

#### **TABLE OF CONTENTS**

By-Law No. 1 – Name
By-Law No. 2 – Mission Statement
By-Law No. 3 – Vision Statement
By-Law No. 4 - Definitions
By-Law No. 5 – Registered Office
By-Law No. 6 – Fiscal Year
By-Law No. 7 – Corporate Seal
By-Law No. 8 – Membership
By-Law No. 9 – Board of Directors
By-Law No. 10 – Officers
By-Law No. 11 – Executive Committee of the Board
By-Law No. 12 – Authority of the Board of Directors
By-Law No. 13 – Ultimate Responsibility of Directors
By-Law No. 14 – Functions of the Board
By-Law No. 15 – Ultimate Responsibility of Board Members
By-Law No. 16 – Terms of Office
By-Law No. 17 – Committees
By-Law No. 18 – Meetings
By-Law No. 19 – Eligible Users and Members
By-Law No. 20 - Dissemination of Assets Upon Dissolution
By-Law No. 21 – Amendments
By-Law No. 22 – Interpretation

## **PEI MFRC 2020 BY-LAW - AMENDED**

By-Law No. 23 – Execution of Instruments

By-Law No. 24 – Bank Account

By-Law No. 25 – General Banking

By-Law No. 26 – Auditor

### **By-Law No. 1 - Name**

- 1.01 The Company shall be called “**P.E.I. Military Family Resource Centre Inc. / Centre des Ressources aux Familles Militaires de l'I.P.E. Inc.**” and shall hereinafter be referred to as the “**Company**”.

### **By-Law No. 2 - Mission Statement**

- 2.01 The Company's mission statement shall be as follows:

*"The Prince Edward Island Military Resource Centre is committed to promoting and facilitating community-based military family services that strengthen Canadian Armed Forces families and communities."*

### **By-Law No. 3 - Vision Statement**

- 3.01 The Company's vision statement shall be as follows:

*"The Prince Edward Island Military Resource Centre envisions confident, capable and resilient families in a supportive CAF community."*

### **By-Law No. 4 - Definitions**

- 4.01 In these by-laws:

- a. **"Board"** shall mean the board of directors of this Company as established by By-law No. 9 hereof, a group of people who form the governing and administrative body responsible for the operation of P.E.I. Military Family Resource Centre (the "**PEI MFRC**");
- b. **"Board Member"** shall mean a person on the board of directors who has been voted into office at the Annual General Meeting;
- c. **"By-laws"** shall mean the by-laws of this Company as amended from time to time;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- d. **"Community Partners"** shall mean individuals or agencies which:
- (1) share responsibilities with the PEI MFRC;
  - (2) work with the local chain of command towards a common objective; or
  - (3) offer specific services or support oriented to families in the military community (may include but not limited to Health and Community Services, RCMP, police, school districts, churches, businesses, family resource centres established elsewhere, and community service clubs);
- e. **"Director"** shall mean a director of the Company within the meaning of the *Companies Act*, R.S.P.E.I. 1974, Cap. C-15, as elected by the members pursuant to By-Law No. 9 hereof;
- f. **"Ex-Officio Board Member"** shall mean a person, other than a director, who is entitled to receive notice of and attend meetings of the Board of Directors, but who has no voting privileges;
- g. **"Military Family Member"** shall mean:
- (1) a serving or medically released after March 31, 2018 Canadian Armed Forces (CAF) member;
  - (2) the spouse or partner of a serving or medically released after March 31, 2018 CAF member, married or common law;
  - (3) a child or youth (up and including the age of 18, or up to 25 if still attending post-secondary education) of a CAF or medically released after March 31, 2018 serving member;
  - (4) a child or youth who normally resides with that serving or medically released after March 31, 2018 CAF member; or
  - (5) the parents and siblings of a serving or medically released after March 31, 2018 CAF member upon notification of, during and three years after deployment.
- h. **"Military Community"** shall mean:
- (1) a retired CAF member honourably released;
  - (2) a spouse, partner or care giver of a retired CAF member honourably released;
  - (3) a child or youth (up and including the age of 18, or up to 25 if still

## **PEI MFRC 2020 BY-LAW - AMENDED**

attending post-secondary education) of a retired CAF member honourably released; or

- (4) the family members who normally reside with the retired CAF member honourably released;

### **By-Law No. 5 - Registered Office**

- 5.01 The registered office of the Company shall be located at 3 Lower Malpeque Road Charlottetown, Queens County, in the Province of Prince Edward Island and at such place therein as the Board may from time to time decide.

### **By-Law No. 6 - Fiscal Year**

- 6.01 The fiscal year of the Company shall commence on 1 April in each year and terminate on 31 March in each year commencing with the year 2014.

### **By-Law No. 7 - Corporate Seal**

- 7.01 The corporate seal of the Company shall be in the form impressed hereon. The corporate seal shall not be used without the signatures of the proper signing officer(s) of the Company.

### **By-Law No. 8 - Membership**

- 8.01 The members of the Company shall be a military family member or a director, as defined by By-law 4.01, who has attained the age of majority.
- 8.02 The membership of the Company shall be divided into two separate classes of members:
  - a. Class A members are members with voting privileges and includes military family members; and
  - b. Class B members are non-voting members and include the military community and community partners.
- 8.03 Every member shall uphold, and comply with, these by-laws.
- 8.04 A member shall cease to be a member of the Company:
  - a. on his or her death or, in the case of a Corporation, on dissolution;
  - b. upon written resignation being delivered to the Secretary of the Company by the member; or
  - c. on being expelled.

## **PEI MFRC 2020 BY-LAW - AMENDED**

- 8.05 If the Board, by unanimous decision, determines that any member is in violation of these by-laws or any other rules of the Company such member shall be expelled from the membership.

### **By-Law No. 9 - Board of Directors**

- 9.01 The Board of Directors ("BOD") of the Company shall consist of:
- a. no less than five (5) directors elected pursuant to this by-law and a maximum of nine (9), with a minimum of fifty one percent (51%) of whom shall be the parents, spouses, children and relatives of a serving CAF member;
  - b. one (1) Ex-officio Board member to be appointed from time to time by the Base Commander of CFB Gagetown;
  - c. other ex-officio Board members who are invited by and serve at the pleasure of the directors;
  - d. the Executive Director, who shall attend all meetings of the BOD, except during the discussion of the Executive Director's performance or salary, but who shall have no voting privileges; and
  - e. the Chairperson, who shall preside at all meetings of the BOD but who shall have no vote other than a casting vote to be used in the case of a tie.
- 9.02 Deleted
- 9.03 A person elected as a director, or appointed as a director to fill a vacancy, must at the time of his/her election or appointment or within one week thereafter, be enrolled on the books of the Company as a member, and any director ceasing to be a member thereupon ceases to be a director.
- 9.04 All prospective directors of the Company must complete an interview and screening by the BOD before they will be added to the slate of directors for an Annual General Meeting or, in the case of an interim director, be recommended to the directors to fill any vacancy on the Board. In order to facilitate timely processing, all BOD applications must be received by the Executive Director a minimum of six weeks prior to the Annual General Meeting.
- 9.05 The following persons are disqualified from being a director of the Company:
- a. anyone who is less than nineteen years of age;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- b. anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
- c. a person who is not an individual;
- d. a person who has the status of bankrupt;
- e. a person convicted of an offence under the *Criminal Code of Canada* or the criminal law of any jurisdiction outside of Canada:
  - (1) in connection with the promotion, formation or management of a corporation; or
  - (2) involving fraud, unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted;
- f. a person who fails to satisfactorily complete the BOD screening; or
- g. a person who is a staff member of the Military Family Resource Centre or their family members, as defined in Bylaw 4.01 g.

9.06 A quorum shall be established at a normal Board meeting as fifty one percent (51%) of the directors. The Chairperson is included in the determination of quorum.

### **By-Law No. 10 - Officers**

10.01 The officers of the Company shall be as follows:

- a. Chairperson;
- b. Vice-Chairperson;
- c. Secretary;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- d. Treasurer; and
- e. Executive Director (ex-officio).

10.02 The officers of the Company shall be elected by the directors from among the members.

10.03 The Executive Director shall:

- a. have the central responsibility for the day to day administrative and operational functions of the Company;
- b. act as a signing officer of the Company; and
- c. be an employee of the Company answering directly to the Executive Committee of the Board (see By-law No. 11).

10.04 The Chairperson shall:

- a. preside at all meetings of the Board;
- b. have no vote except in the case of a tie. In the case of a tie of votes, he/she shall have a casting vote;
- c. call special meetings of the Board when necessary;
- d. ensure the observance of the functions, and procedures set forth in this By-law, using "Robert's Rules of Order," as a guide;
- e. supervise the affairs and operations of the Board;
- f. confirm that all orders and resolutions of the Board are carried into effect;
- g. act as a signing officer of the Company;
- h. act as signing authority for the Executive Director's personnel matters; and
- i. perform other such functions normally associated with the office of the Chairperson.

## **PEI MFRC 2020 BY-LAW - AMENDED**

10.05 The Vice-Chairperson shall:

- a. in the absence of the Chairperson, perform the duties of the Chairperson; and
- b. perform other duties as assigned from time to time by the Board.

10.06 The Secretary shall:

- a. assume responsibility for the records of the BOD;
- b. maintain the books of the Company wherein he/she shall keep recorded:
  - (1) a copy of the letters patent incorporating the company, and any supplementary letters patent, and of all by-laws of the Company; and
  - (2) the names, addresses and profession of all persons who are or have been directors or ex-officio Board members of the company, with the severed dates at which each became or ceased to be a director or ex-officio Board member; and minutes of all meetings of members, directors, the Executive Committee and any other committees of the BOD;
- c. assume responsibility for the administrative procedures of the BOD;
- d. process the correspondence of the BOD;
- e. shall be the custodian of the corporate seal of the Company; and
- f. perform other duties as may be assigned by the BOD.

10.07 The Treasurer shall:

- a. with the assistance of the Executive Director, have charge of all funds belonging to the organization;
- b. ensure proper bookkeeping and accounting procedures are followed and cause the following procedures to be carried out:
  - (1) ensure that all funds belonging to the organization are deposited with a banking institution to be credited to the PEI MFRC Inc.;
  - (2) ensure the disbursement of all funds by cheque signed by two (2) of the regularly appointed signing officers, who shall be the Executive Director, Chairperson, Treasurer and one other Board member as determined by a Board motion;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- (3) furnish a financial report to the officers and/or BOD at each regular meeting or when requested, and present an account of all receipts and expenditures to the officers and BOD; and
  - (4) at the Annual General Meeting, recommend an accounting firm to undertake the annual audit if not already appointed;
- c. act as a signing officer of the Company; and
- d. perform other duties as may be assigned by the BOD.

### **By-Law No. 11 - Executive Committee of the Board**

- 11.01 The Executive Committee of the BOD shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer elected by the BOD from among the directors at the first meeting of the Board after its election. The meeting to elect the Executive Committee shall occur within four (4) weeks of the BOD's election. The Executive Committee shall exercise such powers as are delegated to it by the directors by by-law, subject to any restrictions contained in the by-law and to any regulations imposed from time to time by the directors. The Executive Committee will be a permanent standing committee. The BOD may fill vacancies in the Executive Committee by election from among the directors. If and when a vacancy exists in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office. No one person may hold more than one office.
- 11.02 The presence of fifty-one percent (51%) of members of the Executive Committee is required for a quorum. No business may be decided upon by the Executive Committee except at a meeting with a quorum in the presence of the Executive Director (or representative) except to matters directly related to performance and salary of the Executive Director.
- 11.03 During the intervals between meetings of the BOD, the Executive Committee has the authority to exercise all powers of the BOD with the following limitations:
  - a. the Executive Committee may not approve a request from the Executive Director for finances above and beyond the current fiscal year's budget which, in the aggregate, exceeds \$1,000; and
  - b. the Executive Committee may not hire or terminate an Executive Director without the expressed authorization of the BOD.
- 11.04 The Executive Committee shall keep minutes of its meetings to ensure all actions taken are recorded. Minutes of Executive Committee meetings will be maintained in the books of the Company by the Secretary and made available to all Board members within two weeks of each meeting taking place.

## **PEI MFRC 2020 BY-LAW - AMENDED**

- 11.05 Each member of the Board shall receive notice of and be entitled to speak or, in the case of directors, vote at any meeting of the Executive Committee at which he/she is present. However, other Board members present shall not be included for the purpose of calculating quorum.

### **By-Law No. 12 - Authority of the Board of Directors**

- 12.01 No officer or individual director shall enter into any agreement or otherwise bind the Company unless expressly authorized by resolution of the BOD.

### **By-Law No. 13 - Ultimate Responsibility of Directors**

- 13.01 The directors recognize that they are responsible for the decisions and actions taken by the BOD, the Executive Committee and any other committees, whether or not they directly participate in each decision.

### **By-Law No. 14 - Functions of the Board**

- 14.01 The duties of the Board members shall include but not be limited to the following items:
- a attend all Board meetings and, in conjunction with all other Board members, carry out the functions of the BOD as specified in this by-law;
  - b. participate in an orientation program;
  - c. participate in training programs pertaining to the roles and responsibilities of the Board member (Board Development);
  - d. report potential concerns to the BOD;
  - e. act as advisors to the Board for the sector of the community, which they represent; while giving due consideration to all segments of the community in discussion and voting;
  - f. make recommendations to the BOD for new programs, activities or services, or deletion of, or changes to existing programs, activities or services;
  - g. suggest methods of improvement to or enhancement of the Company;
  - h. commit to participate in at least one Standing Committee not later than 60 days after joining the Board;
  - i. notify the Chairperson if unable to attend a BOD meeting;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- j. perform other related duties as assigned by the BOD; and
- k. comply with the Terms of Office as outlined in By-law No. 16.

14.02 Further, the collective duties of the BOD shall include but not be limited to the following items:

- a. the BOD is responsible to provide the Executive Director with a written job description, which informs the Executive Director of the Board's expectations, and to give the Executive Director such support and direction as is necessary to enable the Executive Director to implement the BOD's decisions and administer the day to day activities of the Company;
- b. the Board manages only the Executive Director directly. All formal communications and requests of staff will be made through the Executive Director and vice versa with the exception of staff complaints. In the case of a conflict, staff will be directed to follow the Human Resources– Conflict Resolution and Appeal Procedures as described in the HR Policies and Procedures Handbook;
- c. BOD will set financial policies for and periodically review the financial stability of the Company, ensuring proper auditing procedures and that the Company is meeting planned expenses and revenues;
- d. the BOD will evaluate policy development, program effectiveness, the Executive Director and the Board performance on a regular basis; and
- e. the BOD will regularly initiate a community needs assessment, along with service evaluations as established in the Company's annual plan. The results of this needs assessment along with feedback from regular program evaluation will provide the BOD with the information necessary to develop yearly and long-term goals in order to determine whether services respond to community needs and expectations within the Company's constantly changing community.

### **By-Law No. 15 - Ultimate Responsibility of Board Members**

15.01 Board members recognize that they are equally responsible for the decisions and actions taken by the BOD in absentia as in presentation.

## **PEI MFRC 2020 BY-LAW - AMENDED**

### **By-Law No. 16 - Terms of Office**

- 16.01 The election of Directors shall take place yearly. Each term of office will be for two years and terms shall be staggered. Board members may serve on the BOD for a maximum of two consecutive terms, with a year break followed by a possible two year extension following review by the Executive. Every election of directors is by vote. The Executive Committee and the Chairperson for each committee will fulfill their duties and responsibilities for a one-year term and may be re-elected for subsequent years.
- 16.02 Vacancies on the BOD shall be filled by an individual appointed by the Board who meets the basic qualifications set out in By-law No. 9. Interim directors and directors re-offering for additional terms must stand for election at the next Annual General Meeting.
- 16.03 The BOD shall have the authority to remove a director who:
- a. without sufficient reason and prior approval of the Chairperson, misses three (3) meetings of the Board during any one year; or
  - b. does not maintain a level of productivity that is satisfactory to the needs of the Board; or
  - c. commits a breach of these by-laws, the Centre's policies and procedures, or the *Criminal Code of Canada*; or
  - d. acts in a manner detrimental to the Company or contrary to its aims; or
  - e. commits a breach of Oath of Confidentiality; or
  - f. otherwise becomes disqualified within the meaning of By-law 9.06.
- 16.04 The proceedings and contents of the BOD and Committee meeting as well as discussions with users of the facility are to be treated as confidential by all Board members. Official minutes of all Board meetings are available to all military family members and other members and staff of the Company.
- 16.05 No remunerations shall be paid to the directors and officers, except for the reimbursement of reasonable expenses, upon approval of the Board Chairperson.
- 16.06 Every present and former director and officer of the Company and his/her heirs, executors and administrator, estate, and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the Company funds from and against:
- a. all costs, charges and expenses whatsoever that such present or former director or officer sustains or incurs in or about any actions, suit or proceeding that is

## **PEI MFRC 2020 BY-LAW - AMENDED**

brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default; and

- b. all other costs, charges and expenses that he/she sustains or incurs in, about, or in relation to the affairs of the Centre except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

### **By-Law No. 17 - Committees**

- 17.01 The BOD may, as need arises, constitute standing and/or ad hoc committees to assist the BOD in carrying on the affairs of the Company by investigating, planning or conducting activities on a particular matter.
- 17.02 Standing Committees. The Board may appoint from time to time such standing committees as may be deemed necessary to carry out the objectives of the PEI MFRC or to advise the Board. The Board shall prescribe the duties and terms of reference of such committees. Chairpersons of standing committees shall be either members of the Board or shall be appointed as ex-officio members by the Board. The Executive Committee, Governance Committee and Finance Committee are permanent standing committees. These committees other than the Executive Committee may include staff of the PEI MFRC as well as representatives of the military community.
- 17.03 Ad Hoc Committees. There may be such ad hoc committees and for such purposes as the Board or the Executive Committee may determine from time to time by resolution. The Board shall prescribe the duties and/or terms of reference of such committees. At least one Board member shall be a member of each ad hoc committee and the Board member shall normally chair the meetings. Such committees may include staff of the PEI MFRC as well as representatives of the military community or civilian subject matter experts. The existence of each such ad hoc committee shall be terminated automatically upon:
  - a. the delivery of its reports or completion of its assigned task; or
  - b. a resolution to the effect of the Board or Executive Committee by which it was constituted.
- 17.04 Quorum for committee meetings shall require at least fifty percent (50%) plus one of the current committee membership. No motions will be passed unless a quorum is present.
- 17.05 Except as otherwise provided by a by-law of the Company, all committees, other than the Executive Committee, are subject to the following:

## **PEI MFRC 2020 BY-LAW - AMENDED**

- a. the Chairperson and members shall be appointed by the Board for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year;
- b. the committee shall meet at least annually, and more frequently at the will of the Chairperson or as required by its terms of reference, and as requested by the Board;
- c. the committee shall be subject to the general direction and control of, and report after each meeting to the Board; and
- d. the committee may establish its own rules of procedure and may appoint sub-committees.

### **By-Law No. 18 - Meetings**

- 18.01 There will be ten (10) regular meetings of the BOD per year, unless suspension of a particular meeting has been agreed to by a majority vote.
- 18.02 Special meetings may be called at the request of an officer or at the request of three (3) directors.
- 18.03 A meeting of the BOD or a committee of directors may be held by such means as telephone, electronic or other communication facilities with the conditions that:
  - a. all directors of the Company who are present at or participating in the meeting consent to such means;
  - b. all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously; and
  - c. a director participating in such a meeting by such means is deemed to be present at that meeting.
- 18.04 Minutes of the Board meeting will be made available one (1) week prior to the next Board meeting.
- 18.05 Agenda and supporting documents will be made available no less than one (1) week before each normal Board meeting.

## **PEI MFRC 2020 BY-LAW - AMENDED**

- 18.06 In dealing with such matters as legal, personnel matters, client's records or other matters deemed confidential, the BOD reserves the right to hold closed door, "In Camera" discussions, which are not open to anyone other than the BOD. These sessions will be kept to a minimum. Records of all "In Camera" discussions will be kept secured within the Board office filing cabinet.

### **By-Law No. 19 - Eligible Users and Members**

- 19.01 Neither enrollment on the books of the Company as a member nor payment of any membership fees shall be a requirement for the general use of the Company's resources by military family members, but fees may be charged for enrollment in specific programs, activities and services.
- 19.02 Military family members as defined in By-law No. 4, other than the Company's staff, are entitled to be enrolled on the books of the Company as members. Members are entitled to vote at all general and special meetings of members of the Company and on other occasions as specified by the Board. Military family members in attendance at a general or special meeting of the members or other occasion specified by the Board, who have not been enrolled on the books on the Company as members as of that date, shall be enrolled by the Secretary at such meeting, prior to any vote being taken. Membership is for a term of three years and may be renewed indefinitely by military family members or until cleared out. The Secretary may, from time to time, update the member's list. Membership in the PEI MFRC Inc. is not transferable and lapses or ceases to exist:
- a. upon the death of the member;
  - b. upon written resignation being delivered to the Secretary of the Corporation by the member; or
  - c. if the individual no longer qualifies under these by-laws.
- 19.03 Any person over the age of nineteen (19) who is a member of the military community will be eligible to hold office in the Company unless the person is a staff member of the PEI MFRC.
- 19.04 The BOD shall call an Annual General Meeting. The place date and time of this meeting will be determined by the Board. The AGM must be called within 15 months of the previous AGM, but in any event, not later than six months after the financial year end. The Annual General Meeting has as its principal purpose:
- a. the hearing and receiving of the reports and statements on the financial management and committees of the Company;
  - b. the election of Directors;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- c. the appointing of an auditor to audit the accounts of the Company, if not previously appointed;
- d. the transactions of any other business properly brought before the meeting;
- e. the review and approval of minutes of the preceding Annual General Meeting;
- f. consideration of the annual report of the Chairperson; and
- g. consideration of the annual report of the Executive Director.

19.05 The BOD may at any time call a general/special meeting of the members for the transaction of any business or concerns related to the Company, the general nature of which is specified in the notice calling the meeting.

19.06 Written notice of the time, place and date of the meeting for the military community and the general nature of the business to be transacted shall be advertised to the military community, including in the Company's Newsletter, website, and social media accounts at least thirty (30) days in advance.

19.07 Every question submitted to any meeting shall be decided by a majority vote. Whether a show of hands or secret ballot is required as evidence will be a decision of the Chairperson. Any member can propose the use of secret ballots. Each member shall have one vote. At any meeting, unless a poll is requested, a declaration by the Chairperson that the resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact. Questions from the floor will be accepted if they have been submitted two weeks in advance of the meeting for consideration of the BOD.

19.08 The Chairperson will act as the Chairperson for all general meetings. If unable to fulfill this task, the Vice-Chairperson shall act in the Chairperson's place. If the Vice-Chairperson is unable to act, the order of succession established by the Chairperson will determine who acts as Chairperson. If all directors present are unable to accept the task, then the members in attendance shall choose a Chairperson from among those present.

19.09 The quorum for a meeting of the members is the voting membership in attendance and at least three (3) directors of the Board of Directors, including at least one (1) of either the Chairperson or Vice-Chairperson. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

## **PEI MFRC 2020 BY-LAW - AMENDED**

### **By-Law No. 20 – Dissemination of Assets Upon Dissolution**

- 20.01 Upon dissolution of the PEI MFRC, assets will be disseminated in the following manner:
- a. assets purchased with funds from the Department of National Defence will be returned to the Crown;
  - b. financial assets from the Canadian Forces Morale and Welfare Services will be returned to the Military Family Services;
  - c. assets acquired through fundraising and/or user fees will remain the property of the PEI MFRC and will be given to a charitable organization with similar objectives and purposes or to some charitable use recognized in *The Income Tax Act*; and
  - d. there shall not be any distribution of any kind among the members of the Company.

### **By-law No. 21 – Amendments**

- 21.01 The by-laws of the Company may be enacted, repealed, amended, altered, added to or re-enacted in accordance with the following conditions:
- a. notice of the proposed amendments additions and/or deletions shall be presented to the Secretary not less than 30 days prior to the date of the Annual General Meeting or general meeting called for that purpose after a resolution has been passed by the Board;
  - b. copies of the proposed amended by-laws will be posted in the PEI MFRC at least 21 days before the meeting at which they will be voted upon to enable the community to be informed of the proposal. Copies will be provided to members by request, either on-line or via mail. Copies will also be available at the meeting;
  - c. a two-thirds (2/3) majority vote of members eligible to vote in attendance is necessary to ratify a by-law which addresses the following matters:
    - (1) the removal of a member of the Company;
    - (2) surrender of the Company's Charter;
    - (3) application by the Company for Supplementary Letters Patent;
    - (4) borrowing;

## **PEI MFRC 2020 BY-LAW - AMENDED**

- (5) an increase or decrease in the number of Directors; or
  - (6) the appointment of an Executive Committee.
- c. otherwise, a fifty-one percent (51%) majority vote of the members eligible to vote in attendance is required for the changes to be adopted.

21.02 The BOD may make bylaws, not contrary to law or to the letters patent of the company, of the affairs of the company but every bylaw and every repeal, amendment, and re-enactment thereof, unless in the meantime confirmed at a meeting of the company duly called for that purpose, only has force until the next annual meeting of the company, and in default of confirmation thereat, at and from that time ceases to have force.

### **By-Law No. 22 – Interpretation**

22.01 In all by-laws of the Corporation, the singular shall include the plural and vice versa; the word “person” shall include firms and corporations, and the masculine shall mean the feminine.

### **By-Law No. 23 – Execution of Instruments**

23.01 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or person or persons, whether or not officers of the Company, and in such a manner as the BOD may from time to time designate.

23.02 Contracts, documents or any instruments in writing requiring the signature of the Company may be signed, when authorized by the directors, by:

- a. two of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer; or
- b. any one of the foregoing and the Executive Director.

All contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The BOD shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Company either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

23.03 The seal of the Company shall be kept in the custody of the Secretary and may, when required, be affixed to contracts, documents and instruments in writing signed as appointed as aforesaid by resolution of the BOD.

23.04 The term “contracts, documents and instruments in writing” as used herein shall

## **PEI MFRC 2020 BY-LAW - AMENDED**

include deeds, mortgages, hypothecs, charges, conveyance, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

### **By-Law No. 24 – Bank Account**

- 24.01 Bank accounts may be kept in the name of the Company with any chartered bank or trust company in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecation shall be made, drawn, signed, accepted, endorsed or executed by such officers or other persons as may be designated by resolution of the BOD. There shall be four (4) signatories of the Company, namely the Chairperson, Treasurer, Executive Director and one other member, and each cheque issued by the Company shall require any two (2) of the above signatures.

### **By-Law No. 25 – General Banking**

- 25.01 The directors of the Company may from time to time:
- a. borrow money upon the credit of the Company;
  - b. limit or increase the amount to be borrowed;
  - c. issue bonds, debentures, debenture stock of other securities of the Company and pledge or seal the same for such sums and at such process as may be deemed expedient; and
  - d. hypothecate, mortgage or pledge the real or personal property or both including book debts and unpaid calls, rights, powers, undertakings and franchises of the Company to secure any bonds, debentures, debenture stock or other securities and any money borrowed or any other liability of the Company.
- 25.02 This by-law shall remain in force and be binding upon the Company as regards any party acting on the faith thereof, until a copy or a by-law repealing this by-law, certified by the Secretary of the Company under the Company's seal, shall have been received by such party and duly acknowledged in writing.
- 25.03 With the approval of the Board of Directors, any surplus funds of the PEI MFRC may be invested in GICs, term deposits, money market funds, or mutual funds categorized as conservative or very conservative. All other investments are prohibited.

## **PEI MFRC 2020 BY-LAW - AMENDED**

### **By-Law No. 26 – Auditor**

- 26.02      An auditor shall be appointed by the members and shall examine the Company's books and accounts and vouchers in support thereof annually and at such other time as the directors may require, and shall make and sign a certificate of such examination which shall be recorded in the record book. The directors of the Company may appoint another auditor if the originally appointed auditor is unable to conduct the audit.

### **By-Law No. 27 – Insurance**

- 27.01      The Company shall purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **PEI MFRC 2020 BY-LAW - AMENDED**

Amended bylaws, effective June 7, 2022 as approved by the membership at the Annual General Meeting.

---

Board Chair, Rob Alain

---

Board Vice Chair, Alex Baird

---

Secretary, Brian Baker

---

Treasurer, Sarah Ethier