

# Special Olympics Prince Edward Island

## Constitution and Bylaws

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Previous versions – 1996, 2000, 2003, 2019

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## CONSTITUTION

### **Article 1: Name**

The name of the Society is “Special Olympics Prince Edward Island Inc.” and is hereinafter referred to as the “Society”.

### **Article 2: Purpose and Objectives**

1. To plan, organize, promote, finance, conduct, operate, manage, and supervise in all its aspects of the Society.
2. Encourage, prepare for and facilitate the participation of individuals with an intellectual disability in sport training and competitive experiences in accordance with Special Olympics Canada’s Long Term Athlete Development model (LTAD).
3. Organize and encourage the financial support of Society’s mission through the involvement of corporations, foundations, government, services clubs and individuals.
4. To enter into any arrangements with any government or other authority that may be conducive to the Society’s objects, or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Society may think it desirable to obtain, and to carry out and exercise any such rights, privileges, and concessions.
5. To accept donations, gifts, legacies, and bequests.
6. To accept grants and subsidies from Federal, Provincial and Municipal Governments and Agencies.
7. Work in cooperation with local organizations in the training and development of instructors, teachers, coaches, officials, sport administrators and recreational personnel to conduct programs for persons with intellectual disabilities.

8. Support, encourage and promote the consideration and enactment of legislation pertaining to the provision and improvement of sport programs for persons with intellectual disabilities.
9. Encourage, sponsor and promote the publishing and dissemination of research literature pertaining to the benefits of participation in Special Olympics programs, competitions and activities.
10. Undertake, through all facets of media, to create and enhance public awareness of the benefit of participation in Special Olympics programs, competitions and activities.
11. Ensure that all programs, promotions, events and other activities conducted under the name Special Olympics achieve a desired level of quality and excellence.
12. Act as a non-profit, non-sectarian, non-political and charitable organization and to take no position in public affairs except in regard to those matters concerning its objectives as it affects persons with intellectual disabilities.
13. Apply the funds and assets of the Society, including the capital thereof as well as the income arising there from, for the purpose aforesaid.
14. Receive property at any time from any person, firm or corporation provided such property is acceptable to the Society.
15. Make such by-laws as the Society may see fit concerning the management of the affairs of the Society including the choice of ex-officio members, the admission and expulsion of ordinary members, and generally for the administration and management of its affairs. To alter and repeal all of any such by-laws from time to time as it may see fit.
16. To do all such other things as are incidental or conducive to the attainment of the objects, and the exercise of the powers of the Society.

### **Article 3: Mission, Vision and Values**

Mission: To enrich the lives of Islanders with an intellectual disability through sport.

Vision: Our vision is that sport will open hearts and minds towards people with intellectual disabilities and create inclusive communities all across Prince Edward Island.

Values:

<i>Inclusion:</i>	We foster inclusive communities.
<i>Diversity:</i>	We honour what is unique in each individual.
<i>Empowerment:</i>	We create opportunities to pursue full potential.
<i>Respect:</i>	We operate in an environment of cooperation, collaboration, and dignity.
<i>Excellence:</i>	We elevate standards and performance.

### **Article 4: Non-Profit Organization**

The Society is a non-profit charitable organization and shall be governed by, and its affairs managed by the individuals elected or appointed in accordance to the By-Laws of the Society and this body shall be known as the Board of Directors.

### **Article 5: Head Office**

The head office of the Society shall be in such place in the Province of Prince Edward Island as the Board of Directors of the Society may from time to time determine.

### **Article 6: Seal of the Corporation**

The Board of Directors shall provide a seal for the Corporation which shall be kept at the head office of the Corporation.

### **Article 7: Remuneration**

Members of the Board of Directors shall not be paid for their services as Directors but shall be entitled to reimbursement for all reasonable travel and other expenses incurred in connection with their duties as Directors according to the policy as may be approved by the Board of Directors from time to time.

## **Article 8: Amendments to the Constitution**

Amendments, addition or alterations to the constitution must occur at the Annual General Meeting or a special general meeting called for that purpose. Director member of the Society must receive at least 21 days' notice of the proposed change and at least 2/3's of the total membership who are entitled to vote must approve the change.

## **Article 9: Dissolution**

In the event of dissolution or the winding up of Special Olympics PEI, the procedure for dissolution shall be as provided for in the bylaws.

## BYLAWS

**In these by-laws, unless there is something in the context inconsistent therewith:**

- a) "Society" means Special Olympics Prince Edward Island
- b) "Board or Directors" means the Board of Directors of the Society
- c) "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present at a general meeting of which notice specifying intention to propose the resolution as a "Special Resolution" has been duly given

### **BYLAW 1: MEMBERSHIP OF THE SOCIETY**

#### **1.1 Types of Memberships**

The number of members of the Society is unlimited.

There shall be the following classes of membership and each class of membership shall be entitled to the rights hereinafter set forth.

- a. Director Members
- b. Volunteer Members
- c. Athlete Members
- d. Honorary Members

1.1.1 The class of director members shall include all individuals who are members of the board of directors and the Executive Director. Only director members shall be entitled to receive notices of meetings of the members of the Society and to vote at such meetings, and each director member shall be entitled to one vote at such meetings.

1.1.2 The class of volunteer members shall include individuals who share the objectives of the Society and are actively engaged in coaching athlete members or in the administration of programs and activities of the Society and whose application for admission as a volunteer member is accepted by the Society. A



volunteer member is not entitled to receive notice of, attend, or vote at any meeting of the members, but the board of directors may invite one or more volunteer members to attend a meeting of the members, but they shall have no vote at the meeting

- 1.1.3 The class of athlete members shall include such individuals with an intellectual disability and who are registered in a program of the Society and whose application for admission as an athlete member is accepted by the Society. An athlete member is not entitled to receive notice of, attend, or vote at any meeting of the members, but the board of directors may invite one or more athlete members to attend a meeting of the members, but they shall have no vote at the meeting.
- 1.1.4 Honorary members may, upon the invitation of the board of directors, attend a meeting of the members of the Society, but they shall not as such have any vote.
- 1.1.3 Membership in the Society may not be transferred or assigned.

## **1.2 Application for Membership**

The procedure for applying for a membership in the Society will be determined from time to time by its Board of Directors.

## **1.3 Membership Dues**

Dues or fees payable by members, if any, shall be set from time to time by the Board of Directors.

The Board of Directors of the Society shall establish the annual fees payable by athlete members only:

- a) Annual fees shall be payable annually by August 30<sup>th</sup>.
- b) Membership year of the Society shall be from August 1 to July 31.
- c) Fees for the ensuing fiscal year may be paid in advance. If fees are not paid by October 1, such member is struck from the membership list until such fees are paid.

## **1.4 Members in Good Standing**

Members in good standing shall have satisfied the following requirements:

- a) All applicable membership documentation and fees shall be updated for each current fiscal year.
- b) A member shall not violate any By-Laws or policies of the Society.

## **1.5 Withdrawal from Membership**

An individual shall cease to be a member of the Society:

- a) On his/her death; or
- b) On the resignation or removal as a director member or on the expiration of his/her term of office; or
- c) On failure to submit required fees and documentation within established timelines.

## **1.6 Suspension or Expulsion from Membership**

The Board of Directors may suspend or expel any member of the Society if such a member refuses to comply with the By-laws of the Society, the laws of the province of Prince Edward Island or the policies of the Society or whose conduct shall be determined to be detrimental to the interest or the reputation of the Society, providing that the actions of the Board of Directors are in accordance with the policies of the Society.

## **1.7 Responsibilities of Membership**

1.7.1 It shall be the responsibility of the member to:

- a) Support and promote the purpose, goals, and objectives of the Society.
- b) Pay membership dues to the Society, if required.
- c) Notify the Society of any change in contact information within thirty (30) days of such a change.

## **1.8 Rights and Privileges of Members**

1.8.1 All members are entitled to:

- a) Attend all general meetings of the Society.

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- b) Receive copies of all notices and publications produced by the Society.
- c) Receive a copy of the By-laws and policies upon payment of membership dues.
- d) Be selected by the Executive membership to serve on the various standing and ad hoc committees for performing business of the Society.

1.8.3 The members of the Society shall not as such be held responsible for any act, default, or liability whatsoever of the Society, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever relating to or connected with the Society, beyond the unpaid amount of their respective dues.

## **BYLAW 2: BOARD OF DIRECTORS**

### **2.1 General**

The affairs of the Society shall be managed by a Board of Directors who shall have the authority to take all such steps on behalf of the Society, which they consider necessary in the circumstances, in order to fulfill the objectives of the Society, subject to those restrictions imposed in these By-laws or those restrictions imposed by resolution passed at an Annual General Meeting or Special General Meeting of the Society.

The Board of Directors of the Society shall govern themselves using the Carver Model of Governance and therefore shall govern in accordance with this model and its policies hereafter.

### **2.2 Composition of the Board of Directors**

2.2.1 The Board of Directors shall be composed of the following:

- a) No more than twelve (12) and no less than seven (7) Directors elected at an Annual General Meeting of the Society, and will strive to ensure that following experts are represented:
  - i) Sport Expert
  - ii) Expert in Intellectual Disabilities
  - iii) Financial Expert
  - iv) Parent/Guardian of an Athlete

- v) Legal Expert
  
- b) The following positions shall also be members of the Board of Directors, appointed in addition to the elected directors in paragraph 2.2a.
  - i) A Special Olympics athlete who meets the established criteria and/or who is the current member of the Canadian Athlete Leadership Council shall sit as a full voting member of Board.
  - ii) Any current member of the Special Olympics Canada, SONA or SOI board or committee who resides in Prince Edward Island shall sit as ex-officio on the Board.
  
- c) The following positions shall be elected to the Executive of the Board:
  - i) President
  - ii) Vice-President
  - iii) Secretary
  - iv) Treasurer
  - v) Past-President

## **2.3 Eligibility**

Any person who is eighteen (18) years of age or over is eligible for election to the Board of Directors.

## **2.4 Terms**

- 2.4.1 The term of office shall begin from the date of the Annual General Meeting of the Society.
- 2.4.2 All elected Directors shall serve a three (3) year term commencing on the date of the Annual General Meeting at which they are elected, and the term of office of one third of the elected Directors shall be staggered.
- 2.4.3 Elected Directors may serve two (2) successive complete terms at the conclusion of which time they must not seek re-election for at least one year, provided however, that this restriction shall not apply to the Officers or to those Directors who have been elected or appointed to fill a vacancy.

## **2.5 Attendance**

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2.5.1 Any Director who has been absent for two consecutive or misses 30% of the Board meetings in one year without cause may be asked to resign by resolution of the Board.

2.5.2 Board members may attend and participate in meetings by phone or other electronic or communications facility that permits all participants to communicate adequately with each other and participate fully in the meeting discussions and decision-making. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this bylaw, any person participating in a meeting of the members pursuant to this section who is entitled to vote at the meeting may vote by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose. The result of this vote shall be as binding on the Society as if the vote had been decided in regular Board meeting and duly recorded.

## 2.6 Vacancy

A Director elected at the Annual General Meeting to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Vacancies which occur in between Annual General Meetings may be filled by the Board of Directors provided that the person filling the vacancy shall only remain a Director until the next Annual General Meeting.

## 2.7 Quorum

Fifty percent (50%) of the number of serving Directors from time to time shall constitute a quorum. Every motion of the Board of Directors shall be decided by a simple majority of the Directors present unless otherwise required by the By-laws of the Society.

## 2.8 Voting

2.8.1 Each member of the board, except those serving in an Ex-officio capacity, shall be entitled to one vote, except the President, who has a tie-breaking vote only.

2.8.2 Voting by proxy or phone is permitted.

2.8.3 Electronic votes may occur between Board meetings with the following provisions:

- No more than one item will be submitted at any time to the Board of Directors for an electronic vote

- The motion put to any electronic vote must not be contentious and must not be on a matter with requires extensive Board discussion
- Any motion put to any electronic vote must have all relevant background material attached so Board members can make an informed decision
- Board members must be given five (5) days to review the motion and vote in an electronic vote
- Electronic voting on any matter shall not proceed if any Director objects to such method of voting on any issue

## **2.9 Meetings**

The Board of Directors shall meet at least four (4) times each year, at such time, place and manner as the President shall designate.

The Board of Directors shall meet at the call of the President or at the written request of any three (3) Directors.

## **2.10 Delegation**

The Board of Directors may, for any reason it considers sufficient, delegate such powers and authority as may be deemed necessary to an individual or to a committee.

They may also delegate any or all of the powers and duties of a Director or officer to another Director or officer.

The board shall delegate the day to day operations of the Society to the Executive Director and the Executive Director shall be responsible as such to the board of directors.

The Executive Director shall support the Secretary and the Treasurer in fulfilment of his/her duties and shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Society, shall be responsible for supervision of the Society's banking and general financial business and for the preparation of monthly and annual financial statements and as otherwise required by the Board.

## **2.11 Committees**

In accordance with the Governance policies, the Board may from time to time establish ad-hoc committees.

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The only standing committee of the board will be the Executive Committee.

The Executive Committee will possess such powers as are necessary for the administration of the Society, in accordance with the Governance Policies, between meetings of the Board.

The decisions of the Executive Committee are subject to approval of the Board and therefore will report regularly to the Board as needed.

### **BYLAW 3: MEETINGS**

#### **3.1 Annual General Meeting or Special General Meetings**

- 3.1.1 The Annual General Meeting of the Society shall be held in the Province of Prince Edward Island by the 31<sup>st</sup> day of October annually.
- 3.1.2 Such time and place as may be determined by resolution of the Directors.
- 3.1.3 A special general meeting of members of the Society shall be held for the transaction of business whenever the board of directors instruct the Executive Director to call a special general meeting. The same procedures are in effect for a special general meeting as in an annual general meeting.
- 3.1.4 No public notice or advertisement of members' meetings, annual or special, shall be required but notice of the time and place and purpose of such meetings shall be sent to each delegate member to his/her stated contact method in the Society's register not less than twenty (20) days before the meeting is to take place.
- 3.1.5 Fifty percent (50%) of the total members entitled to vote, present in person or by proxy shall constitute quorum for the transaction of business at any meeting of members, annual or special.
- 3.1.6 The President or his/her designate shall chair the Annual General Meeting.
- 3.1.7 The Treasurer shall present a financial statement certified by an auditor showing the assets and liabilities of the Society.
- 3.1.8 At all meetings of members, each member entitled to vote shall be entitled to one vote.

- 3.1.9 At all meetings of members every question shall be decided in the first instance by a show of hands of the members entitled to vote unless a secret ballot be demanded by any member entitled to vote.
- 3.1.10 Upon a show of hands by every voting member present at a meeting, unless a secret ballot be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minute book of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The results of such show of hands as declared by the President shall be deemed the decision of the Society in general meeting upon the matter in question.
- 3.1.11 The demand for a secret ballot may be withdrawn, but if a secret ballot be demanded and not withdrawn, the question shall be decided by a majority of the members entitled to vote who are present in person and such secret ballot shall be taken in such manner as the President shall direct and the results of such secret ballot as declared by the President shall be deemed the decision of the Society in general meeting upon the matter in question.
- 3.1.12 In the event of an equality of votes, the President of the meeting, in addition to his/her original vote, shall have a second or casting vote.

#### **BYLAW 4: FISCAL YEAR**

The fiscal year of the Society shall be the twelve (12) month period ending July 31<sup>st</sup>.

#### **BYLAW 5: SIGNING AUTHORITY**

The signature of any two of the President, Vice-President, Treasurer or Executive Director, shall be necessary for signing cheques and disbursements of monies of the Society.

#### **BYLAW 6: FINANCE**

##### **6.1 Borrowing Powers**

6.1.1 The directors of the Society may from time to time without sanction of the members:



- a) borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary;
- b) limit or increase the amount to be borrowed;
- c) issue bonds, debentures or other securities of the Society, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- d) hypothecate, mortgage, or pledge the real or personal property rights and powers, undertaking, franchise and book debts of the Society to secure any such bonds, debentures, or other securities or any liability of the Society, and
- e) invest, loan or otherwise deal with the monies or other property of the Society not immediately required in such manner as they may from time to time determine.

6.1.2 The directors of the Society are authorized and empowered to borrow money and obtain advances upon the credit of the Society from any bank in Canada or elsewhere at such times and in such sums as they in their discretion think necessary for the due carrying on from time to time of the business of the Society, either by discounting or causing to be discounted with such bank from time to time negotiable papers, made, drawn, accepted or endorsed by the Society for all or any of the said loans or advances or by overdrafts or otherwise.

## **6.2 Auditors**

At the discretion of the Board, professional auditors may be appointed to examine, audit and report on the Society's financial affairs.

## **BYLAW 7: AMENDMENTS**

The Society has power to repeal or amend any of these By-Laws by special resolution at any special general meeting or and the annual general meeting.

## **BYLAW 8: INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS**

The Society shall have the power to identify and hold harmless and member of the Board, Officer or Employee from any suit, damage, claim, judgements or liabilities arising out of or asserted to arise out of conduct of such person in his/her capacity as a

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Board member, Officer of Employee (except in cases involving wilful misconduct) and the Society shall have the power to purchase or procure insurance for such purpose.

**BYLAW 9: DISSOLUTION**

In the event of dissolution of the Society, the assets of the Society shall be donated to Special Olympics Canada for equal distribution to the Special Olympics Canada Chapters.