



Constitution & Bylaws
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Preamble

The Prince Edward Island 55 + Games Society Inc. is a community based volunteer and a not for profit organization governed by a Board of Directors and comprised of citizens interested in the objects and purpose of the society. It was incorporated in December 1997. The Society's Constitution and Bylaws were further amended (as follows) at the Annual General Meeting on September 20, 2021.

The Society is a member of the Canada 55+ Games Association.

The Society's motto is *Stay Active*.

Constitution

The objects and purposes of the Society are to;

1. Coordinate the organization and staging of the Prince Edward Island 55 + Games;
2. Demonstrate the values and abilities of persons 55 years and over and create an awareness of their contribution to the Canadian lifestyle;
3. Encourage physical, social and creative achievements through participation and friendly competition
4. Engender a sense of community spirit by providing the opportunity and catalyst for bringing seniors, their families, and the community at large together to become involved in the 55 + Games;
5. Promote active participation in sport, recreation, cultural, educational and creative activities and
6. To do all such other acts or things as are incidental or conducive to the attainment of these objects and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

Bylaws

The Society functions in accordance with the following bylaws:

Article 1.

Name The name of this organization is the Prince Edward Island 55 + Games Society Inc. herein after referred to as “The Society.”

Article 2.

Jurisdiction The operations of the Society are to be carried out principally in the province of Prince Edward Island. The head office of the Society shall be in Charlottetown, Prince Edward Island or at such other place within the province as the directors of the Society may from time to time decide.

Article 3.

Interpretation In these Bylaws, the words importing singular include the plural and vice versa.

Article 4.

Definitions Unless the context requires otherwise, terms appearing in these Bylaws have the following meanings:

1. “Society” - The Prince Edward Island 55 + Games Society Inc.;
2. “Director” - A member of the Board of Directors for the time being, whether elected by the membership as a whole or appointed by the competent authority as detailed in these Bylaws;
3. “Board” - The Board of Directors of the Society;
4. “Executive Committee” - Consists of a President, Immediate Past President, Vice President, Secretary and Treasurer;
5. “Member” - A person who has turned 55 by the end of the calendar year in which the 55+ Games are held and who has paid the appropriate fee.
6. “Host Committee” - The Games organizing committee in the host community;
7. “AGM” - Annual General Meeting.
8. “Notice” – Includes the regular media, the Society’s website, email, or by newsletter.

Article 5.

Membership

- 5.1. The members of the Society are the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these Bylaws and in either case, have not ceased to be members.

5.2. There should be two classes of membership; individual and lifetime (a and b)

(a) Individual:

Individual membership is open to all persons 55 years of age or older by the end of the calendar year in which the 55 + Games are held and who reside in Prince Edward Island. Upon payment of the required administrative fees, an Individual member shall have one vote at annual or special general meetings and may hold office in the Society.

(b) Lifetime:

Lifetime membership: is open to all Prince Edward Island residents who are 55 years of age or older by the end of the calendar year in which the application is made. A lifetime membership fee as of 2021, is \$100.00 and is to be paid to the Executive Director. Once the fee is paid, Lifetime members are not required to pay the annual administration fee associated with each individual games. Lifetime members are also entitled to one vote at special and annual general meetings.

5.3 Honourary Recognition

Nominations may be made by any member of the 55 + Games Society to recognize an individual or an organization that has made a significant contribution to the PEI 55 + Games. Nomination forms may be obtained online or from the Executive Director. A nomination form includes a short biography, accomplishments and the reasons for nominating the individual or organization. The completed form is to be submitted to the Executive Director. The deadline for receiving nominations is December 31 of each year. All nominations will be considered by the Board of Directors at the January meeting. The maximum number of Honourary Recognition awards may include one individual and one organization in any given year. There is no obligation for the Board to award a Honourary Recognition every year. Recipients and their nominators will be notified by the Executive Director by January 31. Both will be invited to attend a presentation during the 55 Plus Winter Games at which time the President of the Board of Directors will announce the recipient(s), they will be presented with an engraved plaque.

5.3 Temporary or seasonal residents, as well as visitors to the province may upon payment of the required administration fees participate in 55+ Games in the province subject to any terms as determined by the board. Such participants may attend meetings of the Society, but do not have a vote.

5.4

- a) A participant may be expelled by a special resolution of the members passed at a Board meeting.
- b) The Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c) The person or organization who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at a Directors' meeting before the Special Resolution is put to a vote.

5.5 Every member shall uphold and comply with these Bylaws.

Article 6.
Meetings

6.1. Board of Director Meetings

- a) The Board of Directors shall meet as often as the Directors feel appropriate but shall be no less than four (4) times a year.
- b) A quorum shall be 50% elected members present and must include two members of the Executive.
- c) Open Board Meetings: Any member in good standing may attend, upon request, a Board of Directors meeting, except in-camera sessions. If a member wishes to speak at a Board meeting, prior notice should be given in order to be included on the agenda. The Board may waive prior notice by an ordinary motion.
- d) Only members elected or appointed to the board have a vote at board meetings.

6.1.1 Teleconference and Video Call Meetings

- a) The Board of Directors may meet by teleconferencing or other electronic means provided either the majority of Directors consents or the Board has passed a motion to permit such meetings.
- b) Meetings may be held by teleconferencing or other electronic means in accordance with the following procedures:
 - a. All Directors shall receive at least forty-eight hours' notice;
 - b. A majority of Directors agrees to the method of meeting;
 - c. An agenda is circulated in advance;
 - d. If a vote is required, the Chair shall verbally poll each participating Director and announce the results of the vote;
 - e. Minutes of the meeting shall be prepared by the Secretary and circulated to all Directors;
 - f. The minutes shall be approved at the next face to face meeting.

6.1.2 Email Voting

If there is a consensus, that a decision should be made by e-mail voting, the following procedure will be followed:

- a) The President will circulate a potential motion and ask for a mover and seconder.

- b) Once a mover and seconder are acquired, the President will provide a minimum of 48 hours for discussion after which an e-mail ballot will be circulated. The ballot will clearly state what is being voted on and have space for the Director to vote. e.g. I vote _____ (yes, no, leave blank) or I vote for _____ (fill in person's name or leave blank).
- c) The ballots will be sent to the President or Secretary for the results to be tabulated/ announced, and be retained until the next face to face meeting.

6.2 Executive Meetings

- 6.2.1 The Executive shall meet when it is deemed necessary by the Executive members.
- 6.2.2 Quorums for Executive meetings shall be 60% of Executive members.

6.3 Annual General Meetings

- 6.3.1 An annual general meeting shall be held within three (3) months of the end of the fiscal year at such time and location as determined by the Board of Directors. Not less than fourteen (14) days' notice shall be made available to every member entitled to receive notice.
- 6.3.2 At the Annual General Meeting, a minimum of twelve (12) voting members is required for a quorum. No proxy votes shall be accepted at any such meeting.
- 6.3.3 The order of business at the AGM shall be as follows, unless otherwise waived by the meeting:
 - a. Call to order
 - b. Roll call and verification of voting delegates
 - c. Minutes of previous Annual General Meeting
 - d. Business arising from the minutes
 - e. Consideration of the annual report of the President and directors
 - f. Treasurers report
 - g. Report of the financial review
 - h. Approval of budget
 - i. Appointment of person to conduct financial review
 - j. Amendments to the Bylaws
 - k. New Business
 - l. Election of directors and officers
 - m. Adjournment
- 6.3.4 If, at an annual general meeting, a quorum is not present within 30 minutes of the time appointed for the meeting to commence, the meeting shall be adjourned for 14 days; and, if at the adjourned time no quorum is present, the members present shall constitute a quorum. If no Chairperson is present, the members may elect one of the members present.

6.4 Special General Meetings

- 6.4.1 The Board of Directors or, from time to time, the membership, may, whenever necessary, call a Special general meeting.

- 6.4.2 Not less than fourteen (14) days' notice of a Special general meeting shall be given. The place, date, hour and general nature of the business shall be specified.
- 6.4.3 The accidental omission to give notice of a meeting or the non-receipt of a notice by any of the members does not invalidate proceedings of that meeting.
- 6.4.4 The Directors of the Society, on the requisition of 10% or more of the voting members of the Society in this section called the Requisitionists, shall convene a Special general meeting of the Society without delay.
- a) The requisition shall:
 - 1) state the purpose of the Special general meeting;
 - 2) be signed by the Requisitionists; and,
 - 3) be delivered or sent by registered mail to the address of the Society, and may consist of several documents in similar form, each signed by one or more Requisitionists.
 - b) If, within twenty-one (21) days after the date of the delivery of the requisition, the Directors do not convene a special general meeting, the Requisitionists, or a majority of them, may themselves convene a Special general meeting to be held within 4 months after the date of the delivery of the requisition.
 - c) A Special general meeting convened by the Requisitionists shall be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.
- 6.4.5 At the Special general meeting, a minimum of twelve (12) voting members is required for a quorum. No proxy votes shall be accepted at any such meeting.
- 6.4.6 If, within 30 minutes of the time appointed for a special meeting to commence, a quorum is not present, the meeting shall be terminated.

6.5 Miscellaneous

- 6.5.1 No business other than the election of a chairperson and the adjournment or the termination of the meeting shall be conducted at an annual or special general meeting at a time when a quorum is not present.
- 6.5.2 If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.5.3 Presiding Officer: The President, Vice President, or the Immediate Past President, in descending order of precedence, shall preside as Chairman of a special general meeting. If none are present within 30 minutes of the time set for the meeting to commence, the meeting shall not be called to order, except in the circumstances outlined in Article 6.4.4 above.

6.5.4. Rules of Order: All meetings of the Society or its Committees shall be conducted in accordance with Robert's Rules of Order, except when these rules are inconsistent with the Bylaws of the Society.

Article 7.

Voting at an Annual or Special Meeting:

7.1 Every member in good standing, individual or lifetime, shall be entitled to one vote. (Any member may speak to a motion.)

7.2 Voting shall be by a show of hands except in the case of election for office where more than one candidate is contesting the office or when the vote involves the expulsion of a member, then the vote shall be by ballot.

7.3 There shall be no proxy votes.

Article 8.

Executive Committee

8.1 The Executive Committee shall consist of a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. All are elected at the annual general meeting with the exception of the Immediate Past President. The Executive Committee constitutes the Officers of the Society. The Executive Director is an ex officio member of the Executive Committee and may attend Executive Committee meetings as required but does not have a vote.

8.2 a) An Officer is also a Director of the Society.

b) An Elected or appointed Officer of the Society shall not be a Regional Representative.

c) No member shall hold the President's office longer than two consecutive terms, or a maximum of four years. A person having been President for two consecutive terms and having sat out at least one full term, may run for and be elected to the office of President.

Article 9.

Board of Directors

9.1 The Board of Directors shall consist of not more than 12 members comprised of Executive Committee (5) plus one representative from each of the following: 1) Western region, 2) Summerside and Area, 3) Charlottetown and Area, 4) Eastern Region and 3 Members at Large, one of which will be the representative to the Canada 55+ Games Association.

9.2 The members of the Board of Directors will be members in good standing of the Society. The Executive Director is an ex-officio member of the Board, and may attend board meetings as required but does not have a vote.

- 9.3 Standing Rules and Directives: The Board of Directors shall have full power to make such standing rules as they see fit, provided such rules are not inconsistent with the Society's Bylaws.
- 9.4 The Society is a volunteer organization. No Director or member shall be remunerated for being or acting as a Director or for holding any office in the Society. A director may be reimbursed for reasonable expenses incurred while engaged on Society business.
- 9.5 The Society shall operate as a not for profit organization and no Director or member may accrue personal benefit from any income payable to or otherwise available for the Society.
- 9.6. Removal of an Elected Director: An elected Director or Officer may be removed from office before the expiration of their term by special resolution of the general membership and another director may be elected or appointed by ordinary resolution to serve during the balance of the term. Any Board Member who misses 3 consecutive regularly scheduled meetings without reasonable excuse, from Annual General Meeting to Annual General Meeting, will be deemed to have resigned from the Board of Directors.
- 9.7. All elected and appointed Directors and Officers shall be elected or appointed for a term of two years except as provided in clause 6 above.

Article 10.

Elections and Appointments

- 10.1. The Executive Committee and the Directors shall be elected at an annual general meeting, or where a vacancy occurs by resignation or otherwise, at a special meeting called in accordance with the Bylaws.
1. (a) The President, Treasurer, the regional directors from each of the odd numbered regions and 1 Member at Large shall be elected for a term of two (2) years, with elections being held on odd numbered years.
1. (b) The Vice President, Secretary, the regional directors from each of the even numbered regions and 1 Member at Large shall be elected for a term of two (2) years with elections being held on even numbered years.
1. (c) One of the three members at large may be elected in alternating years This Member at Large may be the PEI representative on the Canada 55+ Games Association Board Meetings.
- 10.2. Where a vacancy occurs in the board, the board may appoint a member in good standing to fill the office for the balance of the term. This would be when there are no Special general meetings held between annual general meetings.
- 10.3. Nominating Committee: Ordinarily the Chairperson of the nominating committee will be the immediate Past President. Where the immediate Past President is unable to act, then the President shall appoint a replacement Chairperson for that election. The Chairperson shall recruit a committee of at least two members in good standing from the membership to seek out

candidates for elected officers and directors in the Society. This committee shall conduct the elections at the annual general meeting. This shall be an ad hoc committee.

- 10.4. Nomination from the Floor: Nominations may be made from the floor in addition to those reported by the Nominating Committee.
- 10.5. An election may be by acclamation: otherwise voting shall be by ballot.
- 10.6. Office Not Filled: If any Office is not filled by the election at the annual general meeting, the balance of the Executive Committee has the authority to fill the vacancy in accordance with Articles 10.1 and 10.2 above.
- 10.7. The consent of all nominees must be secured prior to the close of nominations.
- 10.8. An Executive Officer or Regional Representative upon election to another office must resign his present position.
- 10.9. The PEI 55 + Games Society delegate to the Canada 55+ Games Association will be appointed by the Board of Directors for a term of 3 years. This 3 year term will carry a one time renewal.

Article 11

Duties of Board of Directors and Executive Committee

11.1.1 **Board of Directors:**

The Board of Directors shall supervise the affairs of the Society subject to the Bylaws. In addition to holding the 55+ Winter and Summer Games the Society may from time to time endorse and support the holding of 55 + events in various regions of the Province.

- 11.1.2 Consistent with its objectives the Society may identify representatives of various sports or activities in the province to further assist with and promote The 55 + Games. These representatives to be known as Provincial Activity Coordinators will promote their sport or activity on an ongoing basis, assist the chairs of individual games/ events of the winter and summer 55 +Games as well as Liaise with the Board of Directors and relevant interest groups. They may attend Society Board Meetings as required but not have a vote.

11.2.1 **Executive Committee:**

It shall be the responsibility of the Executive Committee to deal with matters pertaining to the Society as a whole in the interval between Special general and annual general meetings.

It shall be the responsibility of the Executive Committee to conduct an annual performance review of the Executive Director.

In the event an interim Executive Director is hired, the Executive Committee shall be responsible to ensure all Executive Director duties are properly fulfilled.

11.2.2 The **President** shall:

- a) act as the Chief Executive Officer;
- b) preside at all meetings of the Society's Executive Committee and Board of Directors,
- c) supervise the other Directors and staff in the execution of their duties,
- d) by virtue of his/her office, be an ex officio member of all committees operating within the Society, except the Nominating Committee.

11.2.3 The **Vice President** shall:

- a) carry out the duties of the President in their absence;
- b) sit on both the Finance and the Communications Committee;
- c) act as a liaison with 55+ Games Society sponsors to ensure our commitment to our sponsors are fulfilled in a timely manner.

11.2.4 The **Secretary** shall:

- a) keep minutes of all general, board, special, and executive meetings of the Society;
- b) in the absence of the Secretary from a meeting, the President shall appoint an interim secretary to take minutes.

11.2.5 The **Treasurer** shall:

- a) have custody of the funds and securities, if any;
- b) keep such financial records and books of account as are needed to comply with the Bylaws
- c) render financial statements to the Directors, members, and others as required;
- d) disperse funds as needed by the Executive.

11.2.6 The **Past President** shall:

- a) in the absence of the President and Vice President, take responsibility for their office in an acting role.
- b) assume any other duties as the President may assign, including serving as chair person of the Nominating Committee.

11.2.7 The **Executive Director** shall:

- a) Carry out all duties as stated in the 55 + Games Society Inc. Executive Director's Job Description

Article 12.

Committees

12.1. The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they deem fit and may name the committee, as an ad hoc, standing or other special committee.

12.2. A committee so formed shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report to the Board of Directors as required.

- 12.3. Ordinarily the Chairperson of any ad hoc or standing committee appointed by the president will be a member of the Board of Directors. Members in good standing of the Society may be members of ad hoc or standing committees.

Article 13.

Finances

- 13.1 The fiscal year of the Society shall be from July 1 to June 30
- 13.2 The purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accumulation to the Society shall be used for its own purpose.
- 13.3 The Society may acquire funds, whether through gifts or otherwise to assist the Society with its objects and purposes.
- 13.4 The Society may hire or otherwise employ persons to assist the Society in the fulfillment of its objects and purposes.
- 13.5 The Board of Directors shall present properly prepared financial statements to the membership at annual general meetings.
- 13.6 The books and records of the Society will be open for inspection by Society members at all reasonable times at the head office of the Society.

Article 14.

Signing Authority and Execution of Contracts

- 14.1 The Executive Committee shall have financial signing authority within the scope of their responsibility as determined by the general membership.
- 14.2 The signature of two (2) members of the Executive Committee shall be required on cheques and contractual documents in the following order of precedence: President, Treasurer, Vice President.
- 14.3 Every committee or individual holding Society funds in trust shall provide the Board with a detailed statement of account quarterly, or as required by the Board.
- 14.4 The Board of Directors on behalf of the Society shall have the authority to enter into any financial arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions **or Grants** which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

Article 15

Financial Review

- 15.1. A person, not being an Officer, Director, Member, or Employee of the Society shall be appointed at the Society's Annual General Meeting to conduct a review or audit of the financial records and statements and approve the contents of such statements for the year ending June 30th and prepare a report to be presented at the next Annual General Meeting.
- 15.2. Such person may be removed by an Ordinary Resolution of the Board of Directors.
- 15.3. Such person shall be informed in writing of appointment or removal.
- 15.4. Such person may attend general meetings of the Society.
- 15.5. Such person shall have access to the Society's financial records upon request.

Article 16.

Amendments to Bylaws

- 16.1. On being admitted to membership, each member upon request is entitled to receive a copy of the Bylaws of the Society.
- 16.2. The Society has power to repeal or amend any of these Bylaws by a resolution at any meeting of the membership provided that notice of any proposed amendment has been made available to each member at least fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced. Public notice of the meeting must be provided to the members via the media at least fourteen (14) days in advance. Members shall also be notified where and how to obtain a copy of the proposed amendments.
- 16.3. Any proposed amendment, additions and/or deletions to the Bylaws must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.
- 16.4. When no notice of motion has been given, the Bylaws can only be changed at an annual general meeting.

Article 17

Indemnification and Protection of Directors and Officers

- 17.1. The members of the Board shall not be personally liable for any mistake of judgment, negligence or any acts of omissions made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.
- 17.2. The Society shall indemnify and hold harmless each of the members of the Board from all expenses or liability arising out of their position as a member of the Board.
- 17.2. The Society shall obtain the type of insurance commonly known as "Directors and Officers Liability Coverage" in order to fund this indemnity obligation and also to encourage service on

the Board.

Article 18

Dissolution

In the event of the dissolution of the Society, funds and assets remaining after payment of all debts and liabilities, shall be turned over to one or more recognized charitable organizations in the province of Prince Edward Island whose objects and purposes most closely accord with those of this Society as directed by the members at the time of dissolution.