

2026



Constitution and Bylaws

APRIL 2026

The Bylaws have been amended at a special general meeting or annual general meeting on:

Amended: May 19, 2021

Amended: May 26, 2015

Amended: May 21, 2009

Amended: May 30, 2006

Amended: May 19th, 2000

Amended: May 25th, 1982

Amended: May 23rd, 1981

Amended: May 22nd, 1980

Amended: May 26th, 1976

Amended: May 29th, 1974

Constitution

Name

The name of the Corporation shall be: Sport P.E.I. The operating name shall be "Sport PEI". All references herein to either the "Corporation" or "Sport PEI" refer to "Sport PEI Inc."

Purposes and objects

The objects and purposes of the Corporation are as follows:

- a) To promote sports in the Province of Prince Edward Island, to assist member associations in every possible way dealing with or pertaining to sports in every particular nature.
- b) To promote, advance and encourage the playing of sports in the Province of Prince Edward Island.
- c) To promote and develop co-operation between local, provincial and federal governments, and between school boards, municipal councils, recreation commissions and the private sector in providing and sharing facilities that meet standards acceptable to the participating member organizations.
- d) To receive, accept, hold or to possess and hold in custody all gifts, offerings, bequests, or any other type of help or assistance which may be provided by anyone at any time for the purpose of carrying out the objectives of the corporation according to its bylaws.
- e) To print, publish, buy or sell and otherwise distribute books, pamphlets and manuals dealing with the promotion and development of sports.
- f) To build a representative membership of duly constituted provincial amateur sport governing bodies to promote interest in sport in Prince Edward Island.
- g) To assist in the organization, development and implementation of amateur sports programs by autonomous member bodies.
- h) To communicate information to member organizations regarding the source and accessibility of financial assistance.
- i) To provide a forum for the exchange of ideas and program information, and to consider and discuss problems of mutual concern to each of these member bodies.
- j) To encourage the development of leadership within each of the member organizations.
- k) To serve as an avenue of advice and guidance to and from the Government in areas relative to sport.
- l) To provide an administrative centre that facilitates communication between and within member organizations throughout the Province and provides secretarial and administrative services and

programs for its members.

- m) To purchase, receive, hold, own, sell, assign, transfer and otherwise to acquire or dispose of and to mortgage and pledge bonds, mortgages, debentures, notes, shares or capital stock and other securities, obligations, contracts and evidences of indebtedness of any company, corporation or association, or of any government, state, municipality or body politic; to receive, collect and dispose of interest, dividends and income upon, or and from any of the bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property any and all the rights, powers and privileges of individual ownership thereof, including the creation and ownership of intellectual property and the right to vote on any of the interests herein.
- n) To acquire, purchase, lease, take in exchange, or otherwise acquire lands or interest therein, and to develop, promote, organize, manage and act as financial consultant in the development of the said lands whether on an industrial, recreational or residential basis.
- o) To engender better communication and public relations among the member organizations and the general public.
- p) To act as a liaison with municipal, provincial and federal governments and government agencies and to bring before such government and government agencies such recommendations as are approved by the Corporation.
- q) In connection with the foregoing to have all the rights, powers, franchises and privileges that a private individual might or could possess or enjoy.

Head Office

The Head Office of the Corporation may be located at such place within the Province of Prince Edward Island as may from time to time be determined by the Board of Directors.

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.

Non-Profit Corporation

The Corporation will be not-for-profit and without share capital, and as well, the Corporation shall be carried on without pecuniary gain to its members and that any profits of the Corporation shall be used in promoting its objects.

Amendments to the Constitution

Amendments, additions or alterations to the constitution must occur at the Annual General Meeting or

a special general meeting called for that purpose. Members must receive at least 21 days' notice of the proposed change and at least 2/3's of the members who vote at the meeting must approve the change.

Dissolution

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

Bylaws

Article 1 Membership

1.1.1 Active - Provincial Sport Organization:

- a) Provincial Sport Organization (PSO) refers to a single provincial governing body responsible of all aspects of a designated sport activity.
- b) These organizations govern the circumstances of a particular sport activity and are the Provincial Authority (Provincial Sport Organization) recognized by their National Sport Governing Body (NSO) or Multi-Sport Organization (MSO).
- c) PSOs are expected to be the governing body for their sport, for all age groups and levels, and all disciplines of the sport, including disciplines and events for athletes with a disability. Exceptions may include established disciplines in PEI or Canada that have developed separately through historic precedence. If more than one organization applies as the PSO in the same sport, a determination of which sport is the PSO shall be made by the Board.

1.1.2 Active - Sport Governing Body

- a) Sport Governing Body (SGB) refers to a single provincial governing body responsible ~~effor~~ all aspects of a designated sport activity.
- b) A SGB governs the circumstances of a particular sport activity in the Province of Prince Edward Island that is recognized by a national sport governing body that has at least four (4) other provinces/territories or multi-sport organizations, but which is not recognized by Sport Canada as a NSO or MSO.
- c) SGBs are expected to be the governing body for their sport, for all age groups and levels, and all disciplines of the sport, including disciplines and events for athletes with a disability. Exceptions may include established disciplines in PEI or Canada that have developed separately through historic precedence. If more than one organization applies as the SGB in the same sport, a determination of which sport is the SGB shall be made by the Board.

1.1.3 **Affiliate Members** refer to those publicly recognized organizations ~~er~~ which are actively involved in coordinating and/or regulating sport opportunities for Islanders, but are not a PSO or SGB.

1.1.4 **Associate Members** refer to those organizations which wish to contribute to or be associated with amateur sport but do not directly conduct or regulate sport activities, and are not recognized in the PSO, SGB or Affiliate categories.

1.1.5 **Honourary Membership** shall be granted to those individuals, organizations or businesses for their long-standing contributions to Sport PEI as nominated and unanimously approved by the Board of Directors. Honourary members are non-voting.

1.2 Membership Criteria for PSOs

The following criteria shall apply for the PSOs to meet and maintain membership status:

- 1.2.1 Activity of the organization must substantially fulfill the Sport Canada definition of sport.
- 1.2.2 The organization must be a member or be affiliated with a NSO or MSO that is recognized by Sport Canada as the governing body for its sport/discipline.
- 1.2.3 Must be incorporated under the Prince Edward Island *Companies Act* as a not-for-profit organization (Part II Company) with bylaws providing for membership.
- 1.2.4 Must be a volunteer-based, amateur Provincial governing body, democratically governed by a duly elected Board of Directors.
- 1.2.5 Must have been active for at least one (1) year immediately preceding the date of membership application.
- 1.2.6 Must carry insurance which adequately protects the volunteers, employees and the organization in the following areas and amounts:
 - a) Comprehensive liability - third party coverage in the amount of at least two million dollars;
 - b) Participant's liability - second party coverage in the amount of at least two million dollars;
 - c) ~~Directors~~Directors' and ~~officers~~officers' liability, including wrongful dismissal, in the amount of at least two million dollars.
- 1.2.7 PSO Membership is open to only one recognized provincial sport organizations per sport. Organizations requesting membership whose sport is similar to that of any existing members will be referred to the existing member organization. Existing members and applicants shall cooperate in all respects with the aim and objective of consolidating like sporting activities.
- 1.2.8 Must commit to the principle of technically and ethically sound coaching education and conduct and the NSO must be participating in the National Coaching Certification Program.
- 1.2.9 All PSOs shall be required to demonstrate that they have an officiating pathway with certified officials holding qualifications under a national or provincially recognized official's certification program.
- 1.2.10 All PSOs shall attend the Sport PEI Annual General Meeting and all Special General Meetings. Any PSO, who without reasonable cause, fails to attend the Annual General Meeting and/or a Special General Meeting shall be placed on one year's probation. Following probation, if a PSO continues to fail to attend, the Board reserves the right to remove the member.
- 1.2.11 PSOs shall pay Sport PEI membership fees by June 1 of each year
- 1.2.12 PSOs must hold Annual General Meetings at which time a board/executive is elected. Sport PEI must be notified at least 14 days in advance of the date of the PSO's Annual General Meeting. The PSO must provide copies of all reports (including financial) and provide a list of names and contact information of their Board, to Sport PEI following its Annual General Meeting.
- 1.2.13 PSOs may be required to have specified policies in place, as prescribed by the Board of Directors from time to time.

1.3 Criteria for Sport Governing Body (SGB)

The following criteria shall apply for these SGB to meet and maintain membership status:

- 1.3.1 Activity of the body must substantially fulfill the Sport Canada definition of sport.
- 1.3.2 SGB must be a member or be affiliated with a national sport governing body that has at least (4) other provinces/territories affiliated or as members.
- 1.3.3 SGB's mandate is for the promotion, development, implementation and governance of the sport for all Islanders.
- 1.3.4 Must be incorporated under the Prince Edward Island *Companies Act* as a not-for-profit organization (Part II Company) with bylaws providing for membership.
- 1.3.5 Must be a volunteer-based, amateur governing body, democratically governed by a duly elected Board of Directors.
- 1.3.6 Must have been active for at least one (1) year immediately preceding the date of membership application.
- 1.3.7 Must carry insurance which adequately protects the volunteers, employees and the organization in the following areas and amounts:
 - a) Comprehensive liability - third party coverage in the amount of at least two million dollars;
 - b) Participant's liability - second party coverage in the amount of at least two million dollars;
 - c) ~~Directors~~Directors' and ~~officers~~officers' liability, including wrongful dismissal, in the amount of at least two million dollars.
- 1.3.8 SGB membership is open to only one recognized SGB per sport/discipline. Organizations requesting membership whose sport is similar to that of any existing members will be referred to the existing member organization. Existing members and applicants shall co-operate in all respects with the aim and objective of consolidating like sporting activities.
- 1.3.9 Must commit to the principle of technically and ethically sound coaching education and conduct and must be participating in a training/certification program.
- 1.3.10 SGBs shall be required to demonstrate that they have an officiating pathway with certified officials holding qualifications under a national or provincially recognized official's certification program.
- 1.3.11 All SGBs shall attend the Sport PEI Annual General Meeting and all Special General Meetings. Any SGB, who without reasonable cause, fails to attend the Annual General Meeting and/or Special General Meeting shall be placed on one year's probation. Following probation, if a SGB continues to fail to attend, the Board reserves the right to remove the member.
- 1.3.12 SGBs shall pay Sport PEI membership fees by June 1 of each year.
- 1.3.13 SGBs must hold Annual General Meetings at which time a Board is elected. Sport PEI must be

notified at least 14 days in advance of the date of the SGB's Annual General Meeting. The SGB must provide copies of all reports (including financial), ~~and~~ and provide a list of names and contact information of their Board, to Sport PEI following the Annual General Meeting.

1.3.14 PSOs may be required to have specific policies in place, as prescribed by the Board of Directors from time to time.

1.4 Criteria for Affiliate Members

The following criteria shall apply to meet and maintain Affiliate Membership status:

1.4.1 Must be incorporated under the Prince Edward Island Companies Act as a not-for-profit organization (Part II Company) or be an association affiliated with an educational institution.

1.4.2 Must have been active for at least one (1) year immediately preceding the date of membership application.

1.4.3 Affiliate Members shall attend the Sport PEI Annual General Meeting and all Special General Meetings. Any Affiliate member, who without reasonable cause, fails to attend the Annual General Meeting and/or a Special General Meeting shall be placed on one year's probation. Following probation, if an Affiliate member continues to fail to attend, the Board reserves the right to remove the member.

1.4.4 Affiliate members shall pay Sport PEI membership fees by June 1 of each year.

1.5 Criteria for Associate Members

1.5.1 Any legally registered association that is not recognized or eligible in the active or affiliate membership categories, but who contributes to amateur sport.

1.5.2 Affiliate members shall pay Sport PEI membership fees by June 1 of each year.

1.6 Maintaining Membership

1.6.1 Once admitted as a member, an organization must at all times maintain compliance with the requirements for admission to membership set out in the bylaws and policies which ~~includes,~~ ~~but~~ includes but is not limited to: payment of annual membership fees, proof of insurance, and attending all meetings of the membership.

1.7 Membership Fees

1.7.1 The membership fees for PSOs, SGBs, Affiliate and Associate members shall be prescribed by the Board of Directors.

1.7.2 Membership fees shall be paid on or before June 1 of each current year, and in the case of a new

member, the fee shall be paid at the time of the application for membership.

1.8 How Members May Withdraw

1.8.1 Any member may terminate its membership by giving written notice to the Secretary of Sport PEI.

1.8.2 Withdrawal of membership will be effective upon receipt of the written notice.

1.8.3 No refund of annual fees will be made to a member upon the cessation of membership.

1.8.4 Although a member ceases to be a member, the member is liable for any debts owing to Sport PEI at the date of ceasing to be a member.

1.9 How Members are Removed or Sanctioned

1.9.1 Notwithstanding 1.8.1. or any other bylaw relating to meetings and voting procedures as herein provided, Sport PEI may terminate the membership of any member for good and sufficient reason with a special resolution approved by a two-thirds majority of the Board present at a Board meeting.

1.9.2 The Board, at a Board meeting called for that purpose, may suspend a member's membership for an initial period of not more than three (3) months, for one or more of the following reasons:

- a) if the member has failed to abide by the Bylaws or policies of Sport PEI;
- b) if the member has disrupted meetings or functions of Sport PEI;
- c) if the member has done or failed to do anything judged to be harmful to Sport PEI; or
- d) if the member has failed to fulfill the requirements of membership.

1.9.3 The Board has the power to assign ~~to a member~~ further sanctions to a member, including without limitation additional suspensions and/or periods of probation as determined by the Board in its discretion.

1.10 Member in Good Standing

1.10.1 Any member in good standing is entitled to:

- (a) receive notice of general meetings of the corporation;
- (b) attend any general meeting of the corporation;
- (c) speak at any general meeting of the corporation;
- (d) exercise other rights and privileges given to Members in these bylaws.

1.10.2. A member is in good standing when:

- (a) the member has paid membership fees or other required fees to the Corporation; and
- (b) the member is not suspended as a member under any other article in the Bylaws.

Article 2: Meetings of the Members

2.1 General

- 2.1.1 The President shall preside as Chairperson at general meetings of the Corporation. In the absence of the President, the Vice-President shall preside as Chairperson. In the absence of both, the directors shall appoint a chairperson from amongst the ~~B~~board.
- 2.1.2. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

2.2 Annual General Meetings

- 2.2.1 The Corporation shall hold its Annual General Meeting on or before the 31st day of May ~~in each year~~ and at such time and place as may be determined by the Board of Directors.
- 2.2.2 For certainty, the Corporation shall strive to hold ~~in-person~~in-person meetings, but when that is not deemed possible by the Board of Directors, in their sole discretion, meetings may occur by video or teleconference. Save for these situations, meetings shall occur in person and at a time and place as determined by the Board of Directors.
- 2.2.3 Notice of every Annual General Meeting shall be mailed, which may include electronic transmission, to each member at least twenty-one (21) days prior to the date of the meeting and shall outline briefly the purpose or purposes for which the meeting is being called.
- 2.2.4 Agenda for the Annual General Meeting
- (a) Roll Call;
 - (b) Minutes of Previous Meeting;
 - (c) Business Arising from the Minutes;
 - (d) Reports;
 - (e) Consideration of Amendments;
 - (f) Election of Officers and Directors;
 - (g) Appointment of auditors;
 - (h) New Business;
 - (i) Adjournment

2.3 Special General Meetings

- 2.3.1. Special General Meetings of the Corporation may be called at any time:
- a) by the President or in his/her absence by the Vice-President, or
 - b) by written request of at least five (5) Board of Directors;
 - c) by the Secretary upon written request of ten members of the Corporation which may be comprised of PSOs or SGB's.

The request must state the reason for the special general meeting and the motion intended to be submitted.

- 2.3.2 For certainty, the Corporation shall strive to hold in person meetings, but when that is not deemed possible by the Board of Directors, in their sole discretion, meetings may occur by video or teleconference. Save for these situations, meetings shall occur in person and at a time and place as determined by the Board of Directors.
- 2.3.3 Notice of every Special General Meeting shall be mailed, which may include electronic transmission, to each member at least twenty-one (21) days prior to the date of the meeting and shall outline briefly the place, date, time and purpose or purposes for which the meeting is being called.
- 2.3.4 Only the matter set out in the notice for the special general meeting will be considered at the special general meeting.
- 2.3.5 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

2.4 Quorum

- 2.4.1 At all Annual General Meetings and Special General Meetings of Sport PEI one third of the members which have voting rights shall be considered a quorum. For purposes of determining a quorum, those members which have more than one vote shall be considered as one member.
- 2.4.2 At all Annual General Meetings or Special General Meetings, a member shall be represented by no more than two individuals.
- 2.4.3 The Board of Directors shall have the power to invite such persons as they may deem advisable to attend meetings as observers and/or consultants.

Article 3: Voting

3.1.1 Voting Rights

- a) Each PSO shall have two (2) votes.
 - b) Each SGB shall have one (1) vote.
 - c) Each Affiliate shall have one (1) vote.
 - d) Each Associate shall have one (1) vote.
 - e) Each member of the Board of Directors shall have one (1) vote.
 - f) Each accredited voting delegate shall only represent one member.
- 3.1.2 Each voting member shall designate its voting delegate(s) on its behalf to attend Annual General or Special General Meetings of Sport PEI.
 - 3.1.3 Such voting representative(s) must be duly accredited by their member prior to his/her acceptance as a voting delegate.

- 3.1.4 No proxy votes shall be accepted at any meeting of the membership.
- 3.1.5 All members of the Board of Directors shall be entitled to one vote at any Annual General, Semi-Annual or Special General Meeting of the Corporation.
- 3.1.7 Any resolution or motion at any meeting shall be carried by a simple majority of the members present voting in favour of the resolution or motion.
- 3.1.8 The Chairperson of the meeting shall not vote, except in the case of a tie vote, at which time ~~he/she~~ they shall have the deciding vote.
- 3.1.9 At any meeting of the Corporation, unless a poll is requested by at least five members, the declaration by the Chairperson that a resolution or motion has been carried, and an entry made to that effect in the Minute Book or other record of the proceedings of the Corporation shall be sufficient evidence of the fact, without proof of the manner or proportion of the votes recorded in favour of, or against such resolution or motion.
- 3.1.10 Probationary members shall not be eligible to vote on Sport PEI business.

Article 4: Governance

4.1 Board Composition

- 4.1.1 The Board of Directors shall consist of the officers of the Corporation, as set out at Article 4.1.2, and not less than four (4) and no more than eight (8) Directors, who shall be elected at the Annual General Meeting by the voting members of the Corporation (each a “Director” and collectively, the “Directors”).
- 4.1.2 The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer and the Past President (each an “Officer” and collectively the “Officers”).

4.2 Board Terms

- 4.2.1 Directors may serve for a maximum of three (3) consecutive two (2)-year terms, unless they have been appointed an Officer of the ~~company~~ Corporation
- 4.2.2 (a) In addition to the term limits of Directors, each Officer shall be subject to a term limit of two (2) two (2)-year terms in each position as set out at Article 4.1.2.

(b) The Board of Directors may, in its discretion, approve one additional two-year term for an Officer in the same role.

(c) For greater certainty, if a member of the Board completes their maximum eligibility as a Director, they may still serve as an Officer for the term limits set out herein this Article 4.2.2.

(d) For greater certainty, in the event an interim Director or Officer is elected pursuant to Article 4.6 of this Bylaw, their term shall be deemed to commence at the Annual General Meeting where their appointment to the Board of Directors is ratified by vote of the members.

4.2.3 A full two-year term shall be considered to have been served upon the passage of two (2) Annual General Meetings.

4.2.4 After serving the maximum number of terms, individuals shall be eligible to re-offer as a Director or Officer after not less than two years from the date that they last ceased to be a member of the board, whether as a Director or Officer.

4.3 Board Powers

4.3.1 The Board shall have full power to conduct all business on behalf of the Corporation.

4.3.2 The Board may make policies, procedures and rules for managing the affairs of the Corporation.

4.3.3 The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.

4.3.4 The Board may make policies, procedures and rules relating to the management of disputes within the Corporation and shall have the authority to deal with all disputes accordingly.

4.3.5 The Board may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee.

4.3.6 The Board may appoint or employ such persons as it deems necessary to carry out work of the Corporation; and

4.3.7 The Board shall have the authority to interpret any word, term or phrase in these bylaws, which is ambiguous, contradictory or unclear.

4.4 Remuneration

4.4.1 The Directors shall serve without ~~remuneration~~ remuneration, and no director shall directly or indirectly receive any profit from their position.

4.4.2 The Board of Directors may be reimbursed travel and accommodation and other related expenses while representing Sport PEI on official business.

4.5 How the Board is Elected

4.5.1 At the Annual General Meeting, the Officers and Directors shall be elected by the members.

4.6 How Officers and Directors Resign or are Removed

- 4.6.1 The office of a Director or Officer shall be vacated:
- a. if they become bankrupt or suspend payments or compounds with their creditors or makes an authorized assignment or is declared insolvent;
 - b. if they are found to be of unsound mind;
 - c. if they are convicted of any indictable criminal offence;
 - d. if by notice in writing to the President, they resign; or
 - e. if the Board of Directors, by a two-thirds vote of its Officers and Directors present at a meeting duly convened for the purpose, resolve that such Officer or Director be removed.
- 4.6.2 If any member of the Board of Directors ceases to be a member of the Board, the Board shall appoint an interim Director until such time as their appointment is ratified by a meeting of the membership. For greater certainty, an interim Director shall have all rights and obligations of an elected Director.
- 4.6.3. If any Officer of the Corporation, except for the Past President, ceases to be an Officer, the Board of Directors shall appoint a Director as an interim Officer to fill the position until such time as their appointment is ratified by a meeting of the membership. For greater certainty, an interim Officer shall have all rights and obligations of an elected Officer.

4.7 Meetings of the Board

- 4.7.1 A quorum for meetings of the Board of Directors shall be a majority of Directors appointed to the Board.
- 4.7.2 The Board of Directors shall meet at the call of the President or at the written request of the majority of the Board.
- 4.7.3 The Board of Directors shall meet not less than four times each year and at such other times and places as it may deem necessary. Due notice of meetings shall be given.

4.8 Voting at Board Meetings

- 4.8.1 Except for the Chairperson of the meeting, each member of the Board shall be entitled to one vote.
- 4.8.2 The Chairperson of the meeting shall only vote, when either:
- a. the vote is by secret ballot; or
 - b. in the case of a tie vote, not held by ballot, they shall have the deciding vote.
- 4.8.3 Any member of the Board may request that a vote be conducted by secret ballot. Upon such request, or upon the direction of the Chairperson, the vote shall be conducted by secret ballot.

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Where a vote is conducted by secret ballot, the Chairperson shall appoint two (2) scrutineers from among those present to distribute, collect and count the ballots, and to report the results to the Chairperson, who shall announce the results to the meeting. The scrutineers shall not disclose the manner in which any individual ballot was cast.

4.9 Written Resolution of the Board

4.9.1 The Board of Directors may agree to a resolution in any transmissible form. This resolution is as valid as one passed at a meeting of the Board of Directors. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed. Resolutions must be ratified at the next board meeting.

4.10 Committees of the Board

4.10.1 The Board of Directors may appoint such Committees as they deem desirable in the interests of the Corporation.

4.10.2 The Board of Directors shall determine the duties of each committee and shall decide questions of jurisdiction and may direct the action of any committee on any matter.

4.11 Duties of Officers

4.11.1 The President shall preside at meetings of the Corporation and of the Board of Directors and shall provide leadership in executing the basic and specific objectives of the Corporation as outlined in this constitution and these bylaws. The President shall also be required to prepare an Annual Report which shall be submitted at the Annual General Meeting of the Corporation.

4.11.2 The Vice-President shall preside at meetings in the absence of the President.

4.11.3 The Secretary shall ensure that the staff of the Corporation give notice of all meetings of the Corporation to members entitled thereto. The Secretary shall attend all meetings of the Board of Directors and all Annual General and Special General Meetings of the Corporation and shall keep a correct register of the members of the Corporation, and Corporation and shall ensure that all other duties usually performed by a Secretary are carried out by the staff of the Corporation.

4.11.4 The Treasurer shall be responsible to ensure that designated staff of the Corporation utilize generally acceptable accounting principles to perform the following: have custody of all funds of the Corporation; make disbursements as ordered by the Board of Directors; keep the accounts of the Corporation; receive all funds belonging to the Corporation and keep the same deposited in a chartered bank; collect the fees payable by members and other moneys and revenues accruing to the Corporation; and otherwise perform all duties pertaining to the office of a Treasurer. The Treasurer shall submit his/her report to the Annual General Meeting together with the report of the auditor of the Corporation. He/she/They shall render an accounting of all financial transactions at all meetings of the membership, and meetings of the Board of Directors, and

shall exhibit the books of the Corporation when called upon to do so. All books and papers belonging to the Corporation shall be housed at the Head Office of the Corporation.

- 4.11.5 The Past President shall be responsible for chairing the Nominations Committee. In the event of a vacancy in the role of Past President, the President shall be responsible for chairing the Nominations Committee.

4.12 Executive Director

- 4.12.1 The Executive Director shall act as liaison between Sport PEI and the Provincial Government and shall perform such duties as are defined on the advice of the Board of Directors of Sport PEI. ~~He/she/They~~ shall serve as an ex officio member of the Board of Directors.

- 4.12.2 The Board of Directors may from time to time by resolution confer upon the Executive Director for the time being all or such of the powers exercisable under these presents by the Board of Directors as they think fit, and may confer such powers for such time to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in that behalf and may from time to time, revoke, withdraw, alter, or vary all or any of such powers.

4.13 Indemnification of the Board

- 4.13.1 No member of the Board shall be personally liable for any mistake of judgment, negligence, or any act or omission made in good faith in the exercise of their duties, provided that such person acted honestly and in good faith with a view to the best interests of the Corporation. Nothing in this Article 4.13 shall relieve a member of the Board from liability arising from their own willful malfeasance, misfeasance, gross negligence, misconduct, or bad faith.
- 4.13.2 The Corporation shall indemnify and hold harmless each member of the Board, and each former member of the Board, from and against all costs, charges, expenses (including legal fees on a solicitor-and-own-client basis), liabilities, losses, damages, judgments, fines, penalties, and amounts paid in settlement, reasonably incurred by such person in respect of any civil, criminal, administrative, investigative, or other proceeding in which such person is involved by reason of being or having been a member of the Board, provided that such person acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- 4.13.3 The Corporation shall obtain and maintain the type of insurance commonly known as "Directors and Officers Liability Coverage" in such amounts and with such coverage as the Board deems appropriate, in order to fund the indemnity ~~obligations~~ obligations, set out in this Article 4.13 and to encourage service on the Board.
- 4.13.4 The Corporation shall advance to each member or former member of the Board all costs, charges, and expenses (including legal fees) reasonably incurred in connection with any

proceeding referred to in Article 4.13.2, in advance of the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amounts if it is ultimately determined that such person is not entitled to indemnification under this Article 4.13.

4.13.5 The indemnification and advancement of expenses provided under this Article 4.13 shall survive the termination, resignation, or removal of a person as a member of the Board and shall continue in full force and effect with respect to any proceeding commenced or threatened after such person ceases to hold office.

4.13.6 The indemnification provided under this Article 4.13 shall be to the fullest extent permitted by applicable law and shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of members, or otherwise.

Article 5: Finance and Management

5.1 Fiscal Year

5.1.1 The fiscal year of the Corporation is April 1 to March 31 of each year.

5.2 Auditors

5.2.1 The Board of Directors shall appoint an auditor each and every year who will act during the fiscal year of the Corporation. The fiscal year shall end on the 31st day of March of each and every year unless otherwise determined by the Board of Directors.

5.2.2 A copy of the financial statement shall be provided to each member of the Corporation not later than 60 days after the fiscal year end of the Corporation.

5.3 Signing Authority and Execution of Contracts

5.3.1 The Board shall have the ability to create policies pertaining to all matters of finance and banking, which shall ~~include~~include, without limitations, any constraints and limitations with respect to signing authority and the manner in which the Corporation conducts its ~~day-to-day~~day-to-day banking requirements including the signing of cheques.

5.3.2 The Board of Directors on behalf of the Corporation shall have the authority to enter into any 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 which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

5.4 Borrowing Powers

5.4.1 The Board of Directors on behalf of the Corporation shall have the authority to:

- a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.
- b) To borrow money on credit of the Corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personalty, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the Corporation.

Article 6: Dissolution

6.1.1 It is specifically provided that in the event of dissolution or the winding up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in Canada.

Article 7: Amendments

7.1.1 These bylaws may be amended by resolution at any meeting of the membership provided that a copy of any proposed amendment has been provided in any transmissible form to each member at least twenty-one (21) days prior to the date of the meeting at which the proposed amendment will be introduced.

Article 8: Interpretation

8.1.1 In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Words and expressions defined in the Act have the same meanings when used in the bylaw.