

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

### **Prince Edward Island (PEI) Alliance for Mental Well-Being**

**Passed December 30, 2021**

**Amended by Unanimous Board Motion – June 6, 2024**

The following By-Laws relate to the conduct and affairs of “Prince Edward Island (PEI) Alliance for Mental Well-Being (PEIAMWB)”.

#### **Article 1 - NAME**

1.1 The name of the corporation is “Prince Edward Island (PEI) Alliance for Mental Well-Being” (hereinafter called the “Corporation”).

#### **Article 2 – DEFINITIONS**

2.1 In these By-Laws:

“Act” shall mean the *Companies Act, R.S.P.E.I. 1988, Cap. C-14 (September 19, 2001)*.

“Board” shall mean the Board of Directors of the Corporation.

“By-Laws” shall mean the By-Laws of the Corporation as amended from time to time.

“Corporation” shall mean the “Prince Edward Island (PEI) Alliance for Mental Well-Being.”

#### **Article 3 – OBJECTS AND PURPOSES**

3.1 The objects and purposes of the Corporation are hereto attached as Schedule “A.”

#### **Article 4 – MEMBERSHIP**

4.1 The Board of the Corporation may, by resolution, from time to time admit other persons as Members on such terms and for such periods as they shall by resolution determine.

4.2 The position of a Member in the Corporation is not transferrable and lapses and ceases to exist upon death or when the period of their membership expires or when they cease to be a member by resignation or otherwise in accordance with the By-Laws of the Corporation. Any Member may resign from the Corporation upon notice in writing to the Board.

4.3 The Board shall have the right to suspend or expel any Member from the Corporation for any one or more of the following grounds:

a) violating any provision of the By-Laws or written policies of the Corporation;

b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

c) for any other reason that the Board in its sole and absolute discretion considered to be reasonable, having regard to the purpose of the Corporation.

4.4 In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide fifteen (15) business days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) business day period. In the event that no written submissions are received from the Member within that time period, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) business days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

4.5 Members shall have the right to vote at the Annual General Meeting, hold office and receive all notices of annual or special meetings of Members of the Corporation.

#### **Article 5 – DIRECTORS**

5.1 The affairs of the Corporation shall be managed by a Board with a minimum of five (5) and a maximum of twelve (12) Directors.

5.2 The Directors of the Corporation shall be Members of the Corporation.

5.3 At the Annual General Meeting there will be election of Directors to fill any vacant positions on the Board. Directors shall be elected for a term of two years. No Director can serve for more than six consecutive years.

5.4 Directors must be present at the Annual General Meeting, unless otherwise excused by the Chair of the Board.

5.5 Any Director may resign from the Board upon notice in writing to the Corporation.

5.6 In the event of a vacancy on the Board, the Board of Directors shall have the power to elect a Director to serve out the remainder of the term vacated.

5.7 Fifty-One percent (51%) of the Board shall constitute a quorum at any Board meeting.

5.8 Motions at Board meetings may be passed by a simple majority if a quorum is present.

5.9 The office of a Director shall be vacated if the Director:

- a) Completes the term of office,
- b) Ceases to be a member of the Corporation,

- c) Resigns by submitting a written notice to the Chair, or
- d) Misses three regular meetings of the Board in any twelve (12) month period.

5.10 Any Director may be suspended from the Board for cause by a two-thirds majority vote of the Board.

5.11 Subject to the By-Laws the Board shall have control and management of the business and affairs of the Corporation.

5.12 The Board may appoint standing and special committees which shall report to the Board as directed by the Board.

5.13 The Board shall have power to hire or cause to be hired such permanent or part-time employees as may be necessary to carry on the business of the Corporation.

5.14 No Director of the Corporation shall receive any honorarium for their services and shall not profit from their role as a Director.

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

- a) No more than one item will be submitted at any time to the Board for an electronic vote.
- b) The motion put to any electronic vote must not be contentious and must not be on a matter with requires extensive Board discussion.
- c) Any motion put to any electronic vote must have all relevant background material attached so Board members can make an informed decision.
- d) Directors must be given three (3) days to review the motion and vote in an electronic vote
- e) Electronic voting on any matter shall not proceed if any Director objects to such method of voting on any issue.

## **Article 6 – OFFICERS**

6.1 The Board may designate the Officers of the Corporation, elect or appoint Officers on an annual or more frequent basis, specify their duties and powers, and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be elected to any office of the Corporation. An Officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person.

6.2 Immediately after each Annual General Meeting, the Directors shall elect from among their number the Officers who shall hold office until the first meeting of the Board of Directors following the next Annual General Meeting.

6.3 The Board shall appoint the Executive Director as an Officer to serve at the pleasure of the Board. The Executive Director shall not be a Director. The Executive Director shall attend meetings of the Board but shall have no vote.

6.4 Unless otherwise specified by the Board, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- a) Chair – The Chair shall be a Director and shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the board may specify.
- b) Vice-chair – The Vice-chair shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-chair of the board, shall, when present, preside at all meetings of the Board and of the Members. In the absence of a Chair and Vice-Chair at a meeting of the Board or of Memembrs, the Directors present shall elect a Director to serve as Chair for the purposes of that meeting. The Vice-chair shall have such other duties and powers as the board may specify.
- c) Secretary – If one is elected, the Secretary shall take minutes at all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of Board committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d) Treasurer – If one is elected, the Treasurer shall have oversight of all monies of the Corporation and shall review records as may be directed by the Board; and shall ensure a current financial statement is presented at each Board meeting, as well as submitting audited financial statements at the Annual General Meeting. The Treasurer shall have other such powers and duties as the board may specify.
- e) Executive Director – The Executive Director, or other title as the Board may determine from time to time, shall be the chief staff person of the Corporation and shall be responsible for managing the day-to-day operation of the Corporation. The Executive Director, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The Executive Director shall cause to ensure the function of Secretary is fulfilled if a Secretary is not elected within the Board. The Executive Director shall cause to ensure the function of Treasurer is fulfilled if a Treasurer is not elected within the Board.

6.5 An Officer shall cease to be an Officer of the Corporation if removed by two-thirds vote of the Board.

## **Article 7 – FINANCIAL MATTERS**

7.1 The books, accounts and records of the Corporation shall be audited at least once every year by a duly qualified chartered accountant or certified general accountant appointed for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the next annual meeting of the Corporation. The books and records of the Corporation may be inspected by the Board at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.

7.2 The Board shall review and approve the annual audit prior to it being presented at the Annual General Meeting.

7.3 The fiscal year end of the Corporation shall be March 31st in each year.

7.4 At the initial meeting of the Board after each Annual General Meeting, the Board shall confirm the signing authority for the Corporation. Signing authority shall be the Executive Director, and at least two Directors, one of whom is usually the Chair. The signing authorities shall be bound by the limitations established in the policies of the Board.

## **Article 8 – MEETINGS**

8.1 The Annual General Meeting of the Corporation is held for the purpose of giving information about the operation of the Corporation for the preceding year and shall be held during the month of September. Due notice of the meeting shall be given to the public through a variety of means. Notices shall appear at least fifteen (15) business days prior to the meeting. A quorum shall consist of a simple majority of the Members.

8.2 The Annual General Meeting shall be a business meeting for members where the auditor's financial report is presented, the auditor is appointed, and the election of Directors takes place. This is followed by a public information meeting highlighting the activities of the previous year.

8.3 Meetings of the Board must be held as and when necessary to conduct the business of the Corporation and a quorum shall consist of a simple majority of Directors. As a minimum, Board meetings shall be held quarterly. Committees shall make reports and submissions at these meetings. Notice of the meeting is to be given to the Board seven (7) days in advance, in a manner and form approved by the Board. A special meeting shall be called by the Chair, or on the request of one-third of the Directors provided a written notice with the purpose specified is presented to the Chair, in a timely manner. In special circumstances where due notice of a meeting of the Board cannot be given, the Chair may act upon instruments received from a majority of the Board taken by telephone call or telephone conference call. The Chair shall call a Board meeting to be held forthwith and in any event not later than seven (7) days after the date or receipt of such telephone instructions at which time the Board shall consider the matter or matters upon which the Chair obtained such telephone instructions.

8.4 Directors and 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 or of the Board 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 Corporation has made available for that purpose. The result of this vote shall be as binding on the Corporation as if the vote had been decided in an in-person meeting and duly recorded.

## **Article 9– AMENDMENTS TO BY-LAWS**

9.1 By-Laws and Amendments to By-Laws shall be brought to the Board and shall become effective upon their passage by a vote at a meeting of the Board where a quorum is present.

9.2 One month’s notice in writing must be given specifying the intention to propose the repeal or amendment of any By-Law(s).

9.3 By-Laws may be repealed or amended as passed by a majority of the Board present in person at a Board meeting.

## **Article 10 – DISSOLUTION AND WINDING UP**

10.1 Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada), which are located or associated with the province of Prince Edward Island. The Board shall determine what charities will be named as recipients of the remaining assets.

## **Article 11 – INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS**

11.1 Every Director of the Corporation, and their heirs, executors, and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses which they shall or may sustain or incur in any action or proceeding which is brought or prosecuted against them for or in respect of any act, deed, matter or thing made, done or permitted by them in or about the execution of the duties of their office and also from and against all other costs, charges and expenses which they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by their own willful neglect or default.

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

**Article 12 – SEAL**

12.1 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the seal of the Corporation shall be kept at the head office or held by the Chair of the Corporation if there is no permanent office.

12.2 Such corporate seal, whenever used, shall be authenticated by the signatures of the Chair and one other Director.

**Article 13 – INTERPRETATION**

13.1 In these By-Laws, all other By-Laws and all resolutions of the Corporation, unless a contrary intention is expressed, words importing the singular number only shall include the plural word and personal pronouns include all gender identities.

**IN WITNESS WHEREOF** we have hereunto set our hands and seals on the \_\_\_\_\_ day of \_\_\_\_\_, 2024 pursuant to the electronic motion dated June 3, 2024 and carried by unanimous vote of the Board of Directors on June 6, 2024.

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**John Horrelt**  
Chair, Board of Directors  
PEI Alliance for Mental Well-Being

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**Mary Pendergast**  
Vice-Chair, Board of Directors  
PEI Alliance for Mental Well-Being

SCHEDULE "A"

"Prince Edward Island (PEI) Alliance for  
Mental Well-being"

**OBJECTS AND  
PURPOSES**

The Corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The Corporation is a non-share capital, non-profit organization, incorporated for the benefit of its members, its objects and purposes being as follows:

- 1. To provide leadership, coordination and communications related to Mental Well-Being on PEI by:

- i. Developing, catalyzing and disseminating with its partners, a dynamic and pragmatic 'whole of PEI' collaboration around a common vision of Mental Well-Being;
- ii. Building relationships, consulting and co-operating with and among governments, not for profit, academic, business, professional and voluntary organizations in matters related to Mental Well-being;
- iii. Contributing to the effective understanding and knowledge mobilization around a common knowledge base to inform Mental Well-Being actions;
- iv. Facilitating and contributing to the development and application of professional development and capacity building on Mental Well-being;
- v. Promoting and assisting in the development of realistic and effective policies and programs aimed at improving Mental Well-being; and
- vi. Championing a comprehensive, ongoing communications approach to inform partners and all Islanders of collective efforts focused on Mental Well-Being.
- vii. The Alliance's vision is *"to ensure all people living in PEI have an equal opportunity to achieve and maintain the best possible mental well-being throughout their lifetime."*
- viii. The Alliance will also oversee and provide a grant program designed to support different types of needs and opportunities include multi-year support, partnership development, and innovative approaches:
  - viii.a) Stream One: Enhanced Support Grants
  - viii.b) Stream Two: Innovation Grants
  - viii.c) Stream Three: Creating Connections Grants
  - viii.d) Stream Four: Targeted Investment Grants

2. To enter into any arrangements with any government or other authority that may be conducive to the Corporation's objects, or any of them, and to obtain from any such government, or other authority, any rights, privileges, and concessions which the Corporation may think it desirable to obtain, and to carry out and exercise any such rights, privileges, and concessions.
3. 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 and 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 such bonds or debentures, and other securities, and any money borrowed for the purposes of the Corporation.
4. 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 Corporation.
5. In connection with the foregoing, to have all the rights, powers, franchises, and privileges that a private individual might or could possess and enjoy.
6. To have all the powers referred to in Sections 14 and 15 of the Companies Act, R.S.P.E.I. 1988, Cap. C-1