

**BY-LAWS OF
STUDENT ASSOCIATION OF HOLLAND COLLEGE LTD.**

By-Law No. 1 – Name

1.01 The Association shall be called “STUDENT ASSOCIATION OF HOLLAND COLLEGE LTD.” (the “Association”).

By-Law No. 2 – Head Office

2.01 The Head Office of the Association shall be in the City of Charlottetown, in the Province of Prince Edward Island, at such place therein as the Board may determine.

By-Law No. 3 – Definitions and Interpretations

Definitions

3.01 In these Bylaws and all other Bylaws, resolutions and policies of the Association, unless the context otherwise requires, the terms listed below shall have the corresponding meaning;

- (a) **Academic Year** means the period of time in which Holland College operates as outlined in the Association’s Academic Calendar, typically starting in September and ending the following August;
- (b) **Act** means the *Companies Act*, R.S.P.E.I. 1988, c C-14 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (c) **Annual Budget** means a financial projection of annual expenditures and revenue in which the Association operates for the fiscal year, as approved by the Board of Directors;
- (d) **Annual Business** shall include consideration of the financial statements, consideration of the audit report, if any; election of directors, and reappointment of the incumbent Auditor;

- (e) **Annual Fees Agreement**
- (f) **Annual General Meeting** means the annual meeting of the Association;
- (g) **Annual Governance Calendar** means the calendar of the Board of Directors which establishes the roles and responsibilities which the Board of Directors must complete each year and when such responsibility it to be completed by the Board of Directors;
- (h) **Association** means the Holland College Student Association Ltd.
- (i) **Auditor** means the Auditor of the Association appointed pursuant to By-law 18; Association's Board of Directors.
- (j) **Board** means the Directors of the Association from time to time;
- (k) **Business Day** means any day on which Holland College is open and in session, not including any Saturday, Sunday, or statutory holiday in the province of Prince Edward Island;
- (l) **Bylaws** means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force and effect;
- (m) **Chair** means the person appointed by the Board to preside over Board meetings, usually the President, or in the case of the Student Advisory Council, the person appointed by Council to preside over Council meetings;
- (n) **College** means Holland College;
- (o) **College Campuses** means the six (6) campuses which make up Holland College which includes Summerside Waterfront Campus/Marine Technology Centre, West Prince Campus, Atlantic Police Academy, Tourism & Culinary Campus, Geroge Town Campus and Prince of Wales Campus;

- (p) **Corporate Secretary** means the Executive Director or designate responsible for the custody and maintenance of all organizational books and records;
- (q) **Council** means the Student Advisory Council appointed per By-law No. 12;
- (r) **Director** means a Voting Member appointed to the Board.
- (s) **Executive Director (ED)** means the position of the organization that holds the top level of executive authority beneath the government authority of the full Board of Directors;
- (t) **Fall Semester** means the period of time defined by the Holland College Academic Calendar, typically starting in September and ending in December;
- (u) **Fees Agreement** means the agreement entered into from time to time by the Association and the College with respect to Student Association Fees collected from each Member of the College on behalf of the Association at the time of registration for each academic term;
- (v) **General Meeting** means any meeting of the members other than an Annual General Meeting or a Special Meeting; **“Special Meeting”** includes a meeting of members and a special meeting of all members defined below entitled to vote at meetings of members;
- (w) **Letters Patent** means the original or supplementary letters patent issued for the Association which incorporates and constitutes the existence of, and changes to, the Association;
- (x) **Members** means every full-time student who is classified as having paid full-time program fees as defined by the Holland College Finance and Registrar Office as well as the regular Student Association Fees as prescribed by the Association.

- (y) **Ordinary Resolution** means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of Members;
- (z) **Panel** means a panel of people consisting of one (1) full-time staff member of the Association, one (1) student from the Board of Directors, and the College representative on the Board of Directors, which is formed for the purpose of reviewing the applications of the Members who wish to be appointed to the Student Advisory Council and ultimately deciding which Members to appoint to the Student Advisory Council;
- (aa) **Policy or Policies** means, collectively, the policies of the Association, as adopted in accordance with these Bylaws and as listed in the policy manual;
- (bb) **President** means the Director selected by the Board to serve as Board Chair, chief governance officer, and president of the Association;
- (cc) **Quorum** means the minimum number of Directors, Council Members, or Voting Members to conduct business at a meeting;
- (dd) **Referendum** means a question, on Student Association Fees, or other matters determined by the Board, referred to Voting Members for a direct decision;
- (ee) **Seal** means the corporate seal of the Association.
- (ff) **Special Business** includes all business transacted at a Special Meeting of the Association and all business transacted at an Annual Meeting, other than Annual Business;
- (gg) **Special Meeting** means a meeting of Members that is not an Annual Meeting;
- (hh) **Special Resolution** means a resolution duly approved by three-fourths of the Voting Members at a General Meeting.

- (ii) **Spring/Summer Semester** means the period of time defined by the Holland College Academic Calendar, typically starting in May and ending in August;
- (jj) **Student Advisory Council or Council** means the council of students appointed to be the primary leadership of the Association in accordance with By-Law No. 12;
- (kk) **Student Petition** means a formal written request signed by at least ten (10) percent of the Voting Members requesting the Board to make a decision on a particular matter pertaining to the organization's affairs;
- (ll) **Student Association Fees** means any fee paid by Voting Members and collected on behalf of, and administered by, the Association.
- (mm) **Vice President** means the Director selected by the Board to serve as Board Vice-Chair and deputy chief governance officer for the organization;
- (nn) **Voting Member** means an active student who has paid their Holland College fees within the current academic year; and
- (oo) **Winter Semester** means the period of time defined by the Holland College Academic Calendar, typically starting in January and ending in April.

Interpretation

3.02 In the interpretation of the Bylaws, words in the singular include the plural and vice-versa, and words in one gender include all genders.

Invalidity of Provisions of the Bylaws

3.03 The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

Omissions and Errors

3.04 The accidental omission to give any notice to any Member, Director, Officer, member of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the Bylaws or any error in any

notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

By-Law No. 4 – Objects and Purposes

4.01 The Association is a not-for-profit student association that performs advocacy and service delivery on behalf of the students at Holland College and is a student governed organization which dedicated its objects and purpose, which are:

- (a) To manage the temporal affairs of the Association in conformity with and subject to the law and disciplines of Holland College.
- (b) To serve and represent the Members as required;
- (c) To enhance student life at Holland College;
- (d) To promote unity and goodwill amongst its Members;
- (e) To advance the cause of higher learning in the province of Prince Edward Island and the country of Canada;
- (f) To afford a recognized means of communication and co-operation between the students of Holland College and all other bodies acting within the College;
- (g) To represent the interests of the students of Holland College to all other bodies acting within the College, to the municipal, provincial and federal levels of government, and to other organizations outside the College;
- (h) To promote and assist in maintaining an academic and social environment free from prejudice, exploitation, or abuse on the basis of, but not limited to, gender, ethnic background, language, religion, age, national or social status, political affiliation or belief, sexual orientation or marital status;

- (i) To provide and arrange for a full range of services and activities relating to academics, sports, social activities, residence living, extracurricular activities, health and wellbeing, and to address all other needs and wants of the student body, prospective students, and alumni of Holland College (the “Activities”);
- (j) To purchase, lease, take in exchange or otherwise acquire and sell, mortgage, lease, hold or otherwise deal in real and personal property or interests therein, together with any buildings or structures that may be on such lands or any of them and to erect, construct and maintain thereon houses, dwellings, offices, factories, warehouses and other buildings;
- (k) To enter into any arrangements with the administration of any government or other authority that may be conducive to the Association’s objects, or any of them, and to obtain from any such government or other authority any rights, privileges, and concessions which the Association may think it desirable to obtain, and to carry out and exercise any such rights, privileges, and concessions, in accordance with the beliefs, doctrines and organizational structure and governance of Holland College;
- (l) To fundraise and otherwise initiate, conduct, and pursue activities and programs to generate funds, and to accept funds as grants, donation and otherwise, in support of the Association’s Objectives and Purposes;
- (m) To do all such acts or things as are incidental or conducive for the attainment of the Association’s Objects and Purposes herein or any of them;
- (n) To operate and engage in activities whereof and wherein such operations and engagements may be incidental to or be deemed by the Association as advantageous to the Activities and purposes mentioned herein;
- (o) To solicit donations in the name of the Association to further the Association’s objectives;

- (p) To open, maintain, and operate a bank account in the name of the Association, in accordance with the beliefs, doctrines and organizational structure and governance of Holland College;
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills or exchange, bills of lading, warrants and other negotiable or transferable instruments, in accordance with the beliefs, doctrines and organizational structure and governance of Holland College;
- (r) The Association is an independent student organization that derives its authority to act as the representative organization for all students of Holland College from Part II of the *Companies Act*, RSPEI 1988, Cap. C-14;
- (s) To have and to exercise all and every one of the powers set forth in the *Companies Act*, RSPEI 1988, Cap. C-14; and
- (t) 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 Association, excepting all other powers and objects in Section 15 of the *Companies Act* not mentioned herein.

By-Law No. 5 – Membership

5.01 Composition:

Subject to the Bylaws, there shall be one (1) class of Members in the Association consisting of the following persons, each of whom automatically be admitted to membership and remain a Member for as long as such person falls within one of the categories in this 5.01 or until such person ceases to be a Member pursuant to section 5.04:

- (a) each student currently registered at the College and who has paid their Membership Fees in accordance with the Holland College Finance and Registrar Office and as prescribed by the Board of Directors of each Academic year;
- (b) each student currently registered in a co-operative work term at the College;

- (c) each person who was a student in the previous term who has not withdrawn or graduated from the College; and
- (d) each Officer of the Association who (i) was appointed as an Officer while a student; (ii) has graduated from a program at the College; and (iii) has yet to complete their term of office.

5.02 Member's Rights

Each Member shall be entitled to:

- (a) receive notice of, attend, speak at and vote at all meetings of the Members of the Association;
- (b) receive notice of and vote in referenda of the Association;
- (c) participate in the social activities of the Association;
- (d) join clubs recognized by the Association; and
- (e) use or volunteer with services or commission of the Association.

5.03 Transfer of Membership

Membership in the Association is not transferable.

5.04 Termination of Membership

Membership in the Association automatically terminates upon the occurrence of any of the following events:

- (a) the death of a Member;
- (b) the Member ceases to meet the ethical standards of the Association;
- (c) the Member breaks the Holland College Code of Conduct;

- (d) the Member fails to maintain the qualification of membership described in section 5.01 of Bylaw No. 5;
- (e) the Member fails to pay the membership fees described in section 5.06 of Bylaw No. 5;
- (f) the liquidation or dissolution of the Association under the *Act*.

5.05 Effect of Termination of Membership

Subject to the Letters Patent, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist. The terminated Member shall not be entitled to a refund of their annual dues. No formal admission to the membership shall be required, and the entry in the corporate minute book by the secretary of the name, address and telephone number of any individual or organization who applies shall constitute an admission to membership in the Association.

5.06 Student Association Fees

- (a) The Association may collect Student Association Fees from Members in accordance with the Bylaws, including:
 - (i) Members shall be required to pay fees in respect of each academic term. Such fees shall be collected pursuant to the Annual Fees Agreement. Unless otherwise terminated by the Board, payment of membership fees is compulsory for all Members and may not be refunded.
 - (ii) One-time levies, or special assessments as approved by the Board in its sole discretion which will not increase Student Association Fees by more than the Consumer Price Index ("CPI") in any given year.
- (b) Any Member who fails to pay all required Student Association Fees by the deadline set by the Board shall automatically cease to be a Member and shall only resume status as a Member upon payment in full of all outstanding Student Association Fees, together with any interest charged on such overdue fees.

5.07 Changes to Student Association Fees

(a) Changes to membership fees shall be subject to the following requirements:

- (i) The Board may approve an increase in Student Association Fees during the budget approval process provided that such increase does not exceed the CPI in any given year. For greater certainty, Student Association Fees cannot be increased more than the CPI in any given year.
- (ii) All changes to Student Association Fees shall take effect for the academic term starting nearest to September 1, subject to any approvals of the College that may be required.

5.08 Obligation of Membership

All Members of the Association shall be subject to the Bylaws of the Association. All members are entitled to participate in Member Meetings.

By-Law No. 6 – Meetings of Members

6.01 Annual General Meeting

The Annual General Meeting shall be held on a date within three (3) months of the beginning of the Academic Year at a time and place to be decided upon by the Board of Directors, for the purpose of conducting the Annual Business and any Special Business.

6.02 Special Meeting

- (a) The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.
- (b) A Special Meeting may be held separately from, or together with, an Annual General Meeting.

- (c) The Board of Directors shall call a Special Meeting of the Members of the Association when a petition, in writing, by at least 25% of the Members of the Association.

6.03 General Meeting

- (a) A General Meeting of the Members of the Association can be called by the Board of Directors, or when the President receives a written request, signed by fifty (50) Members requesting a Special Meeting of the Association. In the event there is no President of the Board of Directors, written requests, signed by fifty (50) Members requesting a General Meeting of the Association may be made to the Vice-President, and to the Executive Director if there is no President or Vice-President of the Board. In the event there are no Directors or Members of the Board of Directors in place, a Special Meeting of the Members of the Association can be called by ten (10) Members of the Association.
- (b) A Special Meeting must be held within twenty (20) days of the receipt for a request for a Special Meeting.
- (c) The President of the Association may call an emergency general meeting if there is business of an urgent matter that must be discussed. In the event there is no President of the Board of Directors, an emergency general meeting may be called by the Vice-President of the Board, or the Executive Director if there is no President or Vice-President of the Board. In the event there are no Directors or Members of the Board of Directors in place, an emergency general meeting may be called by ten (10) Members of the Association. In the case of an emergency Special Meeting , all Members shall be notified at least forty-eight (48) hours prior to such meeting of the nature of the business to be conducted at the emergency general meeting and of the date, time, and location of the meeting.

6.04 Notices of Meetings

- (a) Notice shall be delivered to each Member at least seven (7) days in advance of any Annual, General or Special Meeting, which notice shall include the date, time, and location of the meeting, a proposed agenda, and details of any Special Resolutions proposed by the Board.

- (b) Notice of any Annual, General or Special Meeting shall be given by:
 - (i) prepaid mail, courier, or personal delivery; or
 - (ii) telephone, fax, e-mail or other electronic means.

6.05 Those Entitled to be Present

- (a) The only persons entitled to be present at a meeting of the Members shall be:
 - (i) those entitled to vote at the meeting, including Members and proxy holders;
 - (ii) the Directors and the Auditor of the Association;
 - (iii) the Executive Director and senior management of the Association; and
 - (iv) such other persons who are entitled or required under any provision of the Act, the Articles or Bylaws of the Association to be present at the meeting.

- (b) Any other person may be admitted only on the invitation of the President, or Vice-President in the absence of the President, or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) The quorum at an Annual General Meeting, General Meeting, or Special Meeting shall consist of a majority of the Board of Directors plus ten (10) Members of the Association entitled to vote at meetings. In the event there are no Directors or Members of the Board of Directors present at an Annual General Meeting, General Meeting, or Special Meeting, quorum shall consist of ten (10) Members of the Association.

- (b) An Annual General Meeting shall be cancelled if a quorum is not present within one (1) hour after the set time for the Annual General Meeting to begin. If cancelled, the meeting shall be rescheduled for one (1) week later at the same time and place. If a quorum is not present within thirty (30) minutes after the set time of the second meeting, the meeting shall proceed with the Members in attendance and a quorum will be deemed.

(c) A Special Meeting shall be cancelled if quorum is not present within one (1) hour after the set time for a Special Meeting to begin. If cancelled, a Special Meeting shall not be rescheduled. A new Special Meeting may be called in accordance with these Bylaws.

(d) A majority representation at any committee meeting shall constitute a quorum.

6.07 Proceeding at Member Meetings

Meetings shall be conducted in accordance with the applicable legislation, these Bylaws, and Robert's Rules of Order.

6.08 Chair

(a) General Meetings shall be chaired by the President of the Board, or in the absence of the President, the Vice-President of the Board. If both President and Vice-President are absent, one of the Directors of the Board in attendance shall be elected as Chair pro-tempore for that particular meeting. If no Director is present or if all the Directors present decline to act as Chair, the Members present and entitled to vote shall choose a Member to act as Chair of the meeting.

6.09 Voting at Member Meetings

(a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of equality of votes, the vote shall be deemed to have been lost.

(b) Votes at Annual, Special or General Meetings of Members may be given either personally or by proxy. A proxy must be a Member of the Association. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be attested by at least one (1) witness.

(c) At all meetings of Members, every question shall be decided by a show of hands by a majority of the members present entitled to vote, unless before or upon the declaration of the results of the show of hands a poll is demanded. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried by a

particular majority, or has been lost, shall be conclusive, and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (d) If a poll is demanded in the manner aforesaid, it shall be taken at such time and place and in such a manner as the Chair shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) In the event of a tie, the Chair of the meeting shall be entitled to cast a vote in addition to any vote which they may have as a Member or as proxy for a Member.
- (f) The election of Directors shall be conducted by secret ballot, unless all nominees can be acclaimed to the available positions.

6.10 Participation and Voting by Electronic Means at Meetings

- (a) The Directors may choose to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Board of Directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility provided.
- (b) A Person participating in a meeting by such electronic means is deemed to be present at the meeting.
- (c) The Directors may provide for Members to vote by mail, telephone or electronic means instead of or in addition to proxy voting. Such alternative means of voting must:
 - (i) allow for verification that the votes are made by the Members entitled to vote; and
 - (ii) not allow the Association to identify how each Member voted.

6.11 Proxies

- (a) The Directors may provide for Members to vote by mail, telephone or electronic means instead of or in addition to proxy voting. Such alternative means of voting must:
 - (i) allow for verification that the votes are made by the Members entitled to vote; and
 - (ii) not allow the Association to identify how each Member voted.
- (b) A Person participating in a meeting by such electronic means is deemed to be present at the meeting.

By-Law No. 7 – Board of Directors

The affairs of the Association shall be managed by a Board of Directors.

7.01 Board Composition

- (a) The Board of Directors shall be composed of:
 - (i) Four (4) students who are current members of the Student Advisory Council and who have been selected by the members of the Student Advisory Council to sit on the Board of Directors;
 - (ii) The Executive Director (ex-officio, non-voting); and
 - (iii) One (1) College Staff Member (ex-officio, voting)

7.02 Director Eligibility

- (a) Each Director, with the exception of the Executive Director and the College Staff Member, shall be a Member of the Association in good standing.
- (b) Each Director, with the exception of the Executive Director and the College Staff Member, shall be a member of the Student Advisory Council.
- (c) Directors, with the exception of the Executive Director and the College Staff Member, are to be appointed in accordance with Bylaw 8 and confirmed at each Annual General Meeting.

- (d) Directors, with the exception of the Executive Director and the College Staff Member, shall be prohibited from serving the organization as employees or agents during their term.
- (e) With the exception of the President and Vice-President, the Executive Director and the College Staff Member, no Director shall be eligible to serve more than two (2) consecutive terms. After an absence from the Board of Directors for at least one (1) year, a Member who has previously held a position on the Board of Directors shall be eligible to be appointed as a Director.

7.03 Roles and Responsibilities of the Board of Directors

- (a) The Board shall govern the business and affairs of the Association on behalf of the Members and may make further policies and decision regulating the conduct of the organization, including board member conduct, provided such policies and decisions are consistent with legislation governing the organization and the Bylaws.
- (b) The Board shall be responsible for the legal and financial oversight of the Association, including approving the budget, preparing financial reports, and preparing the strategic plan for the Association in accordance with the Annual Governance Calendar.
- (c) The Board shall review and prepare governance documents on an annual basis in accordance with the Annual Governance Calendar.
- (d) Subject to the Act and the Bylaws, the Board may from time to time, make bylaws, policies, rules and regulations affecting the organization and the affairs of the Association. In the event of any conflict or inconsistency between such policies, rules and regulations and the Bylaws, the Bylaws shall prevail.
- (e) The Board shall hire and employ an Executive Director in accordance with applicable legislation. The Executive Director shall report to the Board as whole and shall be responsible for:

- (i) Day-to-day operations and management of the Association in accordance with organizational policy and strategic direction set by the Board; and
 - (ii) Carrying out any other duties assigned by the Board.

- (f) The Executive Director or their designate shall act as the Association's Corporate Secretary, responsible for the custody and maintenance of all organizational books and records, including minutes and proceedings of Board and General Meetings.

- (g) The Board shall have minimal engagement in the programming and operations of the Association.

- (h) The Board shall be responsible for the general management of the affairs, funds, and records of the Association.

- (i) The Board may appoint such committees, from time to time, as shall be necessary in managing the affairs of the Association and shall set out their name, designation and responsibilities.

- (j) The Board shall appoint proper signing officers from its number, which officers shall be responsible for the withdrawal of funds from bank accounts, signing all cheques, notes and obligations of the Association.

- (k) It will be the duty and responsibility of the Board to ensure that any moneys raised through government assistance, all donations, and corporate sponsorship are used in accordance with the objectives of the Association.

- (l) The Board may call referenda on issues to be decided by the Member and may establish rules and regulations regarding such referenda.

- (m) The Board shall approve the Annual Budget each year.

7.04 Removal and Vacancies of Directors

- (a) Any Director shall immediately cease to hold their position, and their seat shall automatically be vacated upon any of the following circumstances:

- (i) The Director no longer meets Board Eligibility Requirements;
 - (ii) The Director breaks the Holland College student code of conduct, morals of the Association, or acts against the objects and purposes of the Association;
 - (iii) The Director completes the term of office;
 - (iv) The Director ceases to be a Member of the Association;
 - (v) The Director has the status of bankrupt;
 - (vi) The Director has been convicted of a criminal offence during their term;
 - (vii) The Director has been deemed incapable by lawful authority;
 - (viii) The Director is absent from three (3) consecutive meetings of the Board without providing a reason satisfactory to the Board;
 - (ix) The Director gives notice in writing to the Association that they have resigned from their office;
 - (x) The Director is removed by Special Resolution; or
 - (xi) The Director dies.
- (b) Any Director, including the President and Vice-President, and with the exception of the Executive Director and the College Staff Member, may be removed for cause from their position on the Board of Directors by three-quarters (3/4) vote of the Board of Directors.
- (c) The Board of Directors may approve medical leaves of absence or reinstate a Director who has been absent for medical reasons.
- (d) The Members may remove the Board of Directors or any of its Directors by a signed petition with bona fide signatures of a simple majority of Members collected over a period of not more than thirty (30) days.
- (e) If the office of the President is vacated for any reason during the course of a term, the Vice-President shall assume the office of President for the remainder of that term.

- (f) If the office of Vice-President is vacated for any reason during the course of a term, the Board shall appoint a new Vice-President from the remaining Directors on the Board for the remainder of that term.
- (g) Unless filled by Members in the course of removing a Director, Board vacancies need not be filled by the Board or Members provided that they account for less than one-third (1/3) of the number of Directors.
- (h) Should Board vacancies account for one-third (1/3) or more of the number of Directors the Directors shall without delay call a Special Meeting to fill the vacancies and, if they fail to call a meeting or if they are no Directors then in office the meeting may be called by any Member. Vacancies filled pursuant to this section shall be filled by the candidates who receive the most votes.
- (i) A Director who is appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

7.05 Resignation of Directors

- (a) Directors may resign from their position, without prejudice, by notifying the Board in writing of such intent.

By-Law No. 8 – Appointment of Directors

8.01 Subject to the provisions of the *Act* and the Bylaws,

- (a) Directors, except for the Executive Director and the College Staff Member, shall be appointed by the Student Advisory Council.
- (b) The Executive Director is to be hired by the Board; and
- (c) The College Staff Member shall be appointed by the College.

8.02 Term of Office

- (a) With the exception of the Executive Director and the College Staff Member, the term of office for each Director shall be one (1) year 1st following their appointment or, if no

successor is appointed by the expiry of the one (1) year term, to expire when a successor is appointed.

- (b) The College Staff Member shall be appointed for a term of at least two (2) years and may be renewed.
- (c) The Executive Director shall continue to be a Director of the Board for as long as they are employed as the Executive Director of the Association, unless removed in accordance with these Bylaws.

8.03 Appointments

- (a) With the exception of the Executive Director and the College Staff Member, Directors will be appointed from the current members of the Student Advisory Council and selected by the current Student Advisory Council.

At each Annual Meeting, the appointments to the Board of Directors shall be confirmed.

By-Law No. 9 – Meetings of the Board

9.01 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice.

9.02 Annual Meeting

The Board shall hold its Annual Meeting as soon as reasonably possible following the Annual Meeting of the Association for the purpose of and the selection and appointment of Officers and the transaction of any other business, and notice shall be provided in accordance with section 9.05 of this Bylaw.

9.03 Regular Meetings

The Board shall meet and hold at least six (6) regular meetings of the Board per year. The Board may appoint six (6) or more days each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such

regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the *Act*.

9.04 Special Meetings

Special Meetings of the Board may be called at any time by, or at the request of the President or the Vice- President of the Association. In the absence of a President and Vice-President, a Special Meeting of the Board may be called by any other Director.

9.05 Notice of Meetings

No notice need be given of any annual meeting, unless the place of such meeting will be other than Holland College. If the annual meeting is to take place anywhere other than at Holland College, written notice of the place, date and hour of such meeting shall be mailed to all members of the Board not less than fourteen (14) days before the date of the proposed meeting to the usual address of every member of the Board. Written notice of a Special Meeting, stating the place, date and hour, and agenda stating the purpose for which such meeting is called, shall be mailed not less than fourteen (14) days before the date of the meeting to the usual address of every member of the Board. Any such notice shall be deemed to have been given when mailed or e-mailed.

9.06 Waiver of Notice

Any member of the Board may waive notice of any meeting by submitting a signed waiver, whether before or after the meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where the Board member protests, at any meeting, any lack of notice to him or her.

9.07 Electronic Attendance

Any member of the Board may attend any meeting of the Board telephonically, or by video teleconferencing when such is available. The Board shall take steps to accommodate such telephonic appearance or video teleconferencing at Board meetings whenever requested.

9.08 Quorum

A majority of the members of the Board who are engaged in office, from time to time, shall constitute a quorum at all meetings of the Board. The vote of a majority of the Board

entitled to vote shall be sufficient to act upon any matter that may properly come before the Board, unless a greater vote is required by law.

9.09 Proceedings at Board of Directors Meetings

Board of Directors meetings shall be conducted in accordance with applicable legislation, these bylaws, policies of the Association and Robert's Rules of Order.

9.10 Voting at Board Meetings

- (a) At any meeting of the Board of Directors every question shall, unless otherwise provided by the Bylaws or by the *Act*, be determined by Ordinary Resolution of the Directors.
- (b) With the exception of the Executive Director, which is a non-voting member of the Board of Directors, each Director shall have one vote.
- (c) Proxy votes and absentee voting shall not be allowed.
- (d) In the event of a tie, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

9.11 Minutes of Board Meetings

- (a) Minutes of each Board meeting shall include a record of:
 - (i) The names of the Board members in attendance;
 - (ii) All motions and votes; and
 - (iii) A summary of matters discussed.
- (b) Draft Board meeting minutes shall be provided to Board members for review no later than one (1) week following each Board meeting. The Board shall vote to approve draft meeting minutes as an accurate record of the Board's proceedings at a subsequent meeting. Approved minutes shall be made publicly available.

9.12 Adjournments

A majority of the Directors present at any Board meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of any meeting of the Board to another time and place shall be given to the Directors who were not present at the time of the adjournment, and unless such time and place are announced at the meeting, to the other members of the Board.

By-Law No. 10 – Officers

- 10.01 At the first meeting of the Board, the Board shall elect from its own number its officers, who shall serve with remuneration in accordance with the policies established by the Association, which shall be in addition to any remuneration provided to them as members of the Student Advisory Council.
- 10.02 The officers of the Association shall include the following: President, Vice-President, Executive Director, Secretary and Treasurer.
- 10.03 The role of President and Vice-President must be one of the students appointed by the Student Advisory Council.
- 10.04 The officers shall have such duties and rights as their respective offices imply and as provided by these Bylaws.
- 10.05 The offices of the Secretary and Treasurer may be held by one and the same person.
- 10.06 Any Officer, other than the Executive Director, may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.
- 10.07 The Executive Director may be removed by a two-thirds (2/3) vote of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors, and such a decision to remove the Executive Director must be confirmed and approved by the College. For greater clarity, once a two-thirds (2/3) vote of the Board in favour of removing the Executive Director is obtained, the College will be notified of the vote and have the responsibility of making the decision as to whether the Executive Director shall be removed. Legal counsel of the Association may attend such meeting at which the removal of the Executive Director is being considered.

By-Law No. 11 – Duties of Officers

i) President

11.01 The President shall supervise and control the operations of the Association if there shall be no Executive Director in office.

11.02 The President may call meetings of the Board and shall preside at all meetings of the Board when present at such meetings and shall be referred to as the Chair of these meetings.

11.03 The President shall sign all documents requiring signature of that office and have the other powers and duties prescribed by the Board.

11.04 The President ceases to be the President and a Director of the Association upon their death, the effective day of their retirement, suspension, or the appointment of their successor.

ii) Vice- President

11.05 The Vice President shall preside at meetings of the Board whenever the President is not present.

11.06 The Vice President may call meetings of the Board.

11.07 The Vice President shall be an executive officer of the Association in the conduct of its affairs.

11.08 The Vice President ceases to be the Vice President and a Director of the Association upon their death, the effective day of their retirement, suspension, or the appointment of their successor.

iii) Executive Director

11.9 The Executive Director shall be the Chief Executive Officer of the Association and shall, subject to the direction of the Board, supervise and control the operation of the Association. The Executive Director is accountable to the Board for all the work of the Association's staff in achieving the organization's purposes and objectives.

11.10 The Executive Director shall be responsible for providing support to the Board, monitoring the performance of staff, and establishing and revising management policies.

11.11 The Executive Director shall have the right to receive notice of, to attend, and to speak at but not vote at all meetings of the Board, any committee of the Board, including the Executive Committee, if any, and any meetings of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed.

11.12 The Executive Director shall attend and provide professional support to students at meeting with the College, government, or other external officials.

11.13 The Executive Director shall attend all Board meetings and all other retreats or events held by the Board.

11.14 The Executive Director shall also be the Secretary and Treasurer of the Association.

iv) Secretary

11.15 The Secretary shall keep the minutes of the meetings of the Board and of the Association and shall keep such books and records as may be prescribed or deemed necessary. They shall attend to all the correspondence of the Board, prepare and receive all notices and documents, draft the minutes of all meetings and report thereon to the Board, and generally perform all the ordinary duties of a secretary. They shall have custody of the corporate seal and shall have the power to certify all documents. They shall perform such other duties as may be required of him or her from time to time by the Board.

iv) Treasurer

11.16 The Treasurer shall have charge and custody and be responsible for all funds of the Association which they shall deposit in the Association's name in such bank as may from time to time be designated by the Board and shall have charge of the finances of the Association and shall keep such books and records as may be prescribed or deemed necessary. They shall submit a financial statement at the end of each fiscal year and whenever requested to do so by the Board.

By-Law No. 12 – Student Advisory Council

The primary student leadership of the Association shall be administered by the Student Advisory Council.

12.01 Student Advisory Council Composition

- (a) The Student Advisory Council Composition shall consist of a minimum of eight (8) and a maximum of fifteen (15) Members and may be composed of:
 - (i) One (1) to Two (2) leaders per each College Campus appointed through application to the Panel;
 - (ii) The Executive Director (ex-officio); and
 - (iii) Events and Communications Coordinator (ex-officio and non-voting).
- (b) The Student Advisory Council may also be supported by an Administrative Assistant
- (c) At the first meeting of Council, the members of Council shall elect from its own number it's Chair, to act without remuneration, to chair any Council Meetings.

12.02 Council Member Eligibility

- (a) Each Member of Council shall be a Member of the Association in good standing.
- (b) Each Member of Council, with the exception of the Executive Director, Events and Communications Coordinator, and the Administrative Assistant, must be a Member in good standing for the duration of their term in office.

12.03 Council Term

The term of office for each Council Member shall be one (1) year following the date of their appointment, or, if no successor is appointed by the expiry of their one (1) year term, to expire when a successor is appointed.

12.04 Selection Process for Council Members

- (a) An application form will be provided to all Members at the beginning of the Academic Year;

- (b) Members who are interested in becoming a Council Member shall provide the Association's office with a completed application form, which shall then be provided to the Panel for review and consideration;
- (c) The application process to be appointed a member of Council shall include an interview before the Panel.

12.05 Roles and Responsibilities of Council Members

- (a) The Council shall represent campus-specific needs and concerns of students of Holland College.
- (b) The Council will be responsible for gathering student feedback and providing it to the Board.
- (c) The Council will advise students on events, student services, communications, and outreach programs and campaigns.
- (d) The Council will be responsible for appointing four (4) Council Members to the Board of Directors.

12.06 Council Meetings

- (a) Council shall meet at least once a month.
- (b) Council meetings may be held either in person or virtually, pursuant to the same terms and conditions provided at Bylaw 9.07 above as so far as it applies to Council meetings.
- (c) The quorum at a Council meeting shall consist of a majority of Council members.
- (d) Each Councilor shall each have one vote.
- (e) Proxy votes and absentee voting shall not be allowed.
- (f) In the event of a tie, the Chair of the meeting in addition to an original vote shall have a second or casting vote.
- (g) Any Member or Holland College staff member may attend Council meetings.

12.07 Chair

- (a) Council Meetings shall be chaired by the person selected to be the Chair at the first Council Meeting. In the event that the Chairperson is absent from a Council meeting, a Council Member present at the Council Meeting shall be selected by the Council Members in attendance and the Council Member shall be appointed Chair pro-tempore for that particular meeting.

12.08 Proceeding at Member Meetings

Meetings shall be conducted in accordance with applicable legislation, these Bylaws, and Robert's Rules of Order.

12.09 Notice of Council Meetings

- (a) Notice shall be delivered to each Member at least seven (7) days in advance of any Council Meeting, which notice shall include the date, time, and location of the meeting, a proposed agenda.
- (b) Notice of any Council Meeting shall be given by:
 - (i) prepaid mail, courier, or personal delivery; or
 - (ii) telephone, fax, e-mail or other electronic means.

12.10 Minutes of Council Meetings

- (a) Minutes of each Council meeting shall include a record of:
 - (i) The names of the Council Members in attendance;
 - (ii) All motions and votes; and
 - (iii) A summary of matters discussed
- (b) Draft Council Meeting minutes shall be provided to Council Members for review no later than one (1) week following each Council meeting. The Council shall vote to approve draft meeting minutes as an accurate record of the Council's proceedings at a subsequent meeting. Approved minutes shall be made publicly available.

12.11 Removal and Vacancies of Council Members

- (a) Any Council Member shall immediately cease to hold their position, and their seat shall automatically be vacated upon any of the following circumstances:

- (i) The Council Member no longer meets Council Eligibility Requirements;
- (ii) The Council Member breaks the Holland College student code of conduct, morals of the Association, or acts against the objects and purposes of the Association;
- (iii) The Council Member completes the term of office;
- (iv) The Council Member ceases to be a Member of the Association;
- (v) The Council Member has the status of bankrupt;
- (vi) The Council Member has been convicted of a criminal offence during their term;
- (vii) The Council Member has been deemed incapable by lawful authority;
- (viii) The Council Member is absent from three (3) consecutive meetings of the Council without providing a reason satisfactory to Council;
- (ix) The Council Member gives notice in writing to the Association that they have resigned from their office;
- (x) The Council Member is removed by Special Resolution; or
- (xi) The Council Member dies

By-Law No. 13 – Panel

The Panel is established by the Board for the purpose of establishing the Student Advisory Council.

13.01 Panel Composition

- (a) The Panel shall consist of the following:
 - (i) One (1) full-time staff member of the Association;
 - (ii) One (1) student from the Board of Directors; and
 - (iii) The Holland College representative sitting on the Board of Directors

- (b) At the first meeting of the Panel, the members of Council shall elect from its own Chair, to act without remuneration to chair any Panel Meetings.

13.02 Council Term

- (a) The full -time staff member of the Association shall remain on the Panel so long as they are employed by the Association.
- (b) The Holland College representative sitting on the Board of Directors shall remain on the Panel so long as they continue to be representative of Holland College and sit on the Board of Directors.
- (c) The term of office for the student from the Board of Directors shall be one (1) year following the date of their appointment, or, if no successor is appointed by the expiry of their one (1) year term, to expire when a successor is appointed.

13.03 Roles and Responsibilities of Panel Members

- (a) The Panel shall be responsible for reviewing any applications received by Members wishing to be selected and appointed to the Student Advisory Council;
- (b) The Panel shall be responsible for conducting any necessary interviews of Member applicants wishing to be selected and appointed to the Student Advisory Council; and
- (c) The Panel shall be responsible for selecting and appointing Member applicants to the Student Advisory Council.

13.04 Panel Meetings

- (a) The Panel shall meet as required.
- (b) Panel meetings may be held either in person or virtually, pursuant to the same terms and conditions provided at Bylaw 9.07 above as so far as it applies to Panel meetings.
- (c) The quorum at a Panel meeting shall consist of a majority of Panel members.
- (d) Each Panel member shall each have one vote.

- (e) Proxy votes and absentee voting shall not be allowed.
- (f) In the event of a tie, the Chair of the meeting in addition to an original vote shall have a second or casting vote.
- (g) Only Panel members may attend Panel meetings.

13.05 Chair

- (a) Panel meetings shall be chaired by the person selected to be the Chair at the first Panel meeting. In the event that the Chairperson is absent from a Panel meeting, a Panel Member present at the Panel Meeting shall be selected by the Panel Members in attendance and the Panel Member shall be appointed Chair pro-tempore for that particular meeting.

13.06 Proceeding at Panel Meetings

Panel meetings shall be conducted in accordance with applicable legislation, these Bylaws, and Robert's Rules of Order.

13.07 Notice of Panel Meetings

- (a) Notice shall be delivered to each Panel member at least seven (7) days in advance of any Panel meeting, which notice shall include the date, time, and location of the meeting, a proposed agenda.
- (b) Notice of any Panel Meeting shall be given by:
 - (i) prepaid mail, courier, or personal delivery; or
 - (ii) telephone, fax, e-mail or other electronic means.

13.08 Minutes of Panel Meetings

- (a) Minutes of each Panel meeting shall include a record of:
 - (i) The names of the Panel members in attendance;
 - (ii) All motions and votes; and
 - (iii) A summary of matters discussed

13.10 Removal and Vacancies of Panel Members

- (a) Any Panel member shall immediately cease to hold their position, and their seat shall automatically be vacated upon any of the following circumstances:
 - (i) The Panel member breaks the Holland College student code of conduct, morals of the Association, or acts against the objects and purposes of the Association;
 - (ii) The Panel member completes the term of office;
 - (iii) The Panel member has the status of bankrupt;
 - (iv) The Panel member has been convicted of a criminal offence during their term;
 - (v) The Panel member has been deemed incapable by lawful authority;
 - (vi) The Panel member gives notice in writing to the Association that they have resigned from their office;
 - (vii) The Panel member is removed by special resolution; or
 - (viii) The Panel member dies

By-Law No. 14 – Campus Engagement Committees

The Campus Engagement Committees are established by the Board to assist in organizing and running campus-specific activities.

14.01 Campus Engagement Committees Composition

- (a) Each Campus Engagement Committee which is established to organize and run a campus-specific activity shall be composed of:
 - (i) One (1) to (2) students from the campus which is organizing the activity;
 - (ii) 1 Staff Liaison from the College (volunteer or appointed)
 - (iii) Any other Members or staff of the Association which wish to be on a Campus Engagement Committee

- (b) Campus Engagement Committee members are volunteers and are not elected or compensated for their work on these committees.
- (c) Each College Campus shall have its own Campus Engagement Committee, as provided for in 13.01 (a) and (b).

14.02 Committee Member Eligibility

- (a) Each Member of a Campus Engagement Committee, with the exception of the staff member and the College liaison, shall be a Member of the Association in good standing.

14.03 Committee Term

The term of office for each member of a Campus Engagement Committee shall be for the duration of planning, organizing and executing the specific campus-event which they are assisting.

14.04 Roles and Responsibilities of Campus Engagement Committees

- (a) Campus Engagement Committees will coordinate campus events and gather student feedback associated with these campus events.
- (b) The Campus Engagement Committees are established for the purposes of assisting and organizing the following campus events:
 - (i) Orientation
 - (ii) Wellness Days
 - (iii) Campaigns
- (c) In addition to the established purposes of the Campus Engagement Committees provided for in 13.04 (b) above, there may be additional purposes established from time to time, as additional events are created.
- (d) Members of Campus Engagement Committees will report their activities and organizing efforts to the Student Advisory Council and Board.

14.05 Campus Engagement Committees Meetings

Campus Engagement Committees shall meet as needed in order to perform the functions of the specific campus which they represent.

14.06 Removal or Vacancies of Campus Engagement Committee Members

(a) Any Member of a Campus Engagement Committee shall immediately cease shall automatically be removed from the committee in which they are sitting upon any of the following circumstances:

- (i) The Committee Member no longer meets Campus Engagement Committee Requirements;
- (ii) The Committee Member breaks the Holland College student code of conduct, morals of the Association, or acts against the objects and purposes of the Association;
- (iii) The campus-specific events is completed;
- (iv) The Committee Member ceases to be a Member of the Association;
- (v) The Committee Member has the status of bankrupt;
- (vi) The Committee Member has been convicted of a criminal offence during their term;
- (vii) The Committee Member has been deemed incapable by lawful authority;
- (viii) The Committee Member gives notice in writing to the Association that they have resigned from their office;
- (ix) The Committee Member dies

(b) With the exception of the students from the campus which is organizing the activity and the Staff Liaison from the College, no other member of the Campus Engagement Committee shall be replaced if a vacancy occurs.

By-Law No. 15 – Committees

15.01 The Board may from time to time establish standing or ad-hoc committees to advise the Board or carry out the roles and functions of the Association. All Committees shall have terms of reference approved by the Board which must include information on the committees

- (a) Purpose and Mandate;
- (b) Duties and responsibilities;
- (c) Composition;
- (d) Quorum;
- (e) Voting;
- (f) Meeting Procedures;
- (g) Record Keeping; and
- (h) Reporting Requirements to the Board

15.02 The Executive Director or designate shall be an ex-officio, non-voting member of all committees established by the Board and shall support committees in discharging their duties.

By-Law No. 16 – External Appointments and Advocacy

16.01 The Board may from time to time decide to join or become affiliated with external advocacy organizations provided that:

- (a) the Association's membership in the external organization does not impede the Association's membership in another organization;
- (b) The external organization's bylaws and policies are consistent with and do not contradict the Association's bylaws or organizational policy; and
- (c) The external organization's bylaws and policies respect the Association's autonomy.

16.02 The Board may terminate any relationship with an external advocacy organization with a majority vote by the Board.

16.03 The President and the Vice-President shall be primarily responsible for advocacy on behalf of the Association and designated as the Association's official representatives to government and external advocacy organizations.

16.04 The Board may appoint the President, Vice-President, and/or other Directors to represent the organization on other external bodies as required.

16.05 Directors, including the President and Vice-President, shall be required to represent and advocate to government and external bodies for official positions approved by the Board wherever such positions have been determined.

By-Law No. 17 – Conflict of Interest

17.01 Directors and Officers who have a financial or personal interest in, or a conflict/perceived conflict with, any matter pending before the Board, such that it may prevent them from acting in an impartial manner, shall offer to voluntarily excuse themselves from discussion and voting on said matter.

By-Law No. 18 – Audit of Accounts

18.01 The accounts of the Association shall be audited annually, prior to the annual meeting. The accounts of the Association shall be audited at the request of the Board or the College, said request approved by a majority of the Board present at any annual meeting or special meeting of the Board, and the auditor shall be appointed by a majority vote of the Board present at any annual or special meeting of the Board. The remuneration of the auditor shall be fixed by the Board.

By-Law No. 19 – Fiscal Year

19.01 The Association's fiscal year shall commence on the 1st day of April and shall end the 31st day of March of each year.

By-Law No. 20 – Banking

20.01 The Bank account of the Association shall be kept in such a bank or banks as the Board may from time to time determine.

20.02 The Board is empowered to designate one or more officers and/or persons to transact all necessary banking business.

By-Law No. 21 – General

21.01 All monies from whatever source received for the benefit of the Association shall be deposited in bank accounts in the name of the Association and proper books of accounts shall be kept of all monies or properties received and disbursements made. Any restriction placed by donors on any monies or assets received by the Association shall be properly documented and accounted for.

21.02 The withdrawal of funds from the bank accounts of the Association, signing of cheques, notes and obligations of the Association shall be authorized on the signatures of the individuals approved by the Board from time to time.

21.03 All books of accounts and the minute books of meetings shall be kept in the Association's Office.

21.04 The Association's records shall be made publicly available to Members upon request, subject to the *Freedom of Information and Protection of Privacy Act*, RSPEI 1988, C. F-15.01.

By-Law No. 22 – Signing Authority

22.01 Documents requiring execution by the Association may be signed by any two (2) of the following: President, Executive Director, Administrative Assistant of the Association, or the College representative on the Board of Directors.

22.02 All contracts, documents, instruments in writing, cheques, drafts or orders for payment of money, notes, acceptances, and bills of exchange drawn, accepted, endorsed and signed by the proper signing officers of the Association shall be binding on the Association without any further authorization or formality.

22.02 The Board shall have the power from time to time by resolution to appoint any other officer or officers or directors of the Association to sign specific contracts, documents or instruments in writing.

By-Law No. 23 – Corporate Seal

23.01 The Board shall order a seal for the Association which shall be kept in the custody of the Secretary.

By-Law No. 24 – Amendments

24.01 Any and all amendments and additions to the memorandum of agreement and by-laws of the Association, provided they are not in conflict with the purposes and objects of the Association or contradictory to the terms provided for in the Memorandum of Agreement and Fee Agreement with Holland College, may be adopted at any annual or special general meeting of the Association by a two-thirds (2/3) vote of the members in good standing present at the such meetings provided that the proposed amendment is filed with the Association's secretary, in writing, at least thirty (30) days before the scheduled meeting date, so that it may be circulated to club members no later than twenty-one (21) days before the meeting of which it shall be considered by the membership.

24.02 Any amendment so adopted shall immediately become effective unless otherwise provided.

By-Law No. 25 – Indemnification and Protection of Directors and Officers

25.01 Every Director and Officer of the Association, and their heirs, executors, administrators, and estate and effects, shall be indemnified and saved harmless, out of the funds of the Association, from and against all costs, charges, and expenses which they shall sustain in any action or proceeding which is brought or prosecuted against them for or in respect of any act, deed, matter, or thing done or permitted to do by them 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 in relation to the affairs thereto, except such costs, charges, and expenses as are occasioned by their own willful neglect or default.

By-Law No. 26 – Dissolution

26.01 Upon dissolution of the Association, after paying or making provisions for the payment of the liabilities of the Association and respecting the intentions of the founders, any assets remaining shall be distributed or disposed of to another non-profit or charitable organization in Prince Edward Island which shall at the time qualify as a non-profit Association under Part II of the *Companies Act*, R.S.P.E.I. Cap. C-14 and recognized as a charitable organization under the *Income Tax Act* (Canada), as the Board may by resolution appoint.

By-Law No. 27 – Governing Legislation

27.01 The Association shall be governed in accordance with the Part II of the Prince Edward Island *Companies Act*, R.S.P.E.I. 1988, c C-14 and the regulations made pursuant thereto, as amended from time to time, and these By-laws. In any instance where the By-laws do not provide governing rules for circumstance that may arise, the provisions of the Act and the regulations shall apply. In all such cases, the regulations shall take precedence over the by-laws and the Act shall take precedence over the regulations.