

PARAMEDIC ASSOCIATION OF PRINCE EDWARD ISLAND

BY-LAWS

1. **Name:**

The name of the Association is **PARAMEDIC ASSOCIATION OF PRINCE EDWARD ISLAND LTD.**

2. **Purposes and Objects:**

- (i) The objects for which an Association is sought are to carry on without pecuniary gain to its members, the objects more particularly described in Schedule "A" attached hereto.
- (ii) PROVIDED that in the event of dissolution or winding up of the Association, all its remaining assets after payment of liability shall be distributed, according to the direction of the Directors of the Association, to another organization having objects and purposes similar to those of the Association.

3. **Activities and Head Office**

- (i) The activities of the Association are to be principally carried on in the Province of Prince Edward Island, or a designated meeting place;
- (ii) The head office of the Association is 40 Enman Crescent, Charlottetown, PE C1E 1E6.

4. **Membership**

- (i) The subscribers shall be the first members of the Association and thereafter the subscribers or nominees of the Board shall be the members of the Association;
- (ii) The members shall be individuals as approved by the Board of Directors;
- (iii) Application for membership in the categories of "Full Member" or "Student Member" shall be in writing on provided application forms, accompanied by payment of one year's dues in advance, or the completion of a payroll deduction form for Association dues. Admission to membership and the entry in the Registry of Members by the Secretary of the name and address of any individual shall constitute an admission to membership in the Association upon approval being obtained by the Board of Directors;
- (iv) A member is considered to be in "Good standing" if they have not been suspended or expelled for cause, or suspended for nonpayment of dues.
- (v) Every member of the Association in good standing shall be entitled to attend any membership meetings of the Association and to vote at any membership meetings of the

Association and hold any office of the Association;

- (vi) Each member in good standing is entitled to one vote at any membership meeting of the Association;
- (vii) Membership in the Association shall cease upon the death of a member or if, by notice in writing to the Association, he or she resigns his or her membership or if he or she ceases to qualify for membership in accordance with these By-Laws. No dues paid by the member shall be refunded upon resignation;
- (viii) Any member may be expelled from the Association for any of the following reasons by a two-thirds vote of registered members as set out in the Secretary's Registry of Membership for the Association being present, without reimbursement of membership fees:
 - a. Failure to maintain his/her certification as a paramedic, with the exception of Lifetime, Associate or Student members;
 - b. Conviction of any crime involving illegal or controlled substances;
 - c. By a course of conduct bringing discredit upon the Association or causing dissension within the membership.
- (ix) Membership in the Association will be divided into the following categories:
 - a. Regular Members – These individuals shall include paramedics licensed to practice in Prince Edward Island who have duly registered with the Association, and who remain in good standing;
 - b. Honorary Members – The Executive of the Association may, by majority vote, confer Honorary Membership upon individuals as they may consider appropriate. Honorary members shall pay no dues, shall have voting rights and may participate in any activity of the Association.
 - c. Lifetime Members – The membership of the Association may, by majority vote of those members present at a regularly scheduled meeting, bestow a lifetime membership on any member in good standing who they feel has made substantial contributions to the objectives of the Association. Lifetime members shall pay no dues, shall have voting rights and may participate in any activity of the Association.
 - d. Student Members – Student members are individuals who are not presently licensed to practice as paramedics in the Province of Prince Edward Island, but who are receiving training to become paramedics.
 - e. Associate Member – These are individuals who have been trained at any time as paramedics (or EMT's) and have left the profession in good standing. They may no longer hold a valid license or may have been licensed in another province or state. They are welcome to maintain their membership with the Association. Those who are in good standing shall have voting rights and may participate in any activity of the Association.

- (x) Annual dues for Regular, Associate and Student members shall be one-hundred-and-thirty (\$130.00) dollars and are payable in advance of the month they are due. Proof of intended payment through the completion of a payroll deduction form is acceptable for those who desire this type of payment. These forms are also due in advance of the month dues are payable. Membership payment options are to be fully outlined on the Association registration form. First time members must submit payment with registration.

Honorary and Lifetime members shall not be required to pay dues.

5. **Annual General Meeting of the Membership**

- (i) The ordinary or annual general meeting of the Association shall be held each year at a time and place to be determined by the Board of Directors with due consideration to the seasonal availability of the general membership. Notice of said meeting will be mailed to the membership at least twenty-one (21) days prior to the set date in a manner hereto mentioned or in a manner, if any, as prescribed by the Association at a general meeting, but non-receipt of such notice by any member shall not invalidate the proceedings of any meeting;
- (ii) Such notification shall consist of date, time and place of the meeting and shall constitute an agenda including a copy of any resolutions to be brought before the meeting;
- (iii) The business of the annual general meeting shall be:
 - a. To confirm the minutes of the last annual general meeting;
 - b. To approve the accounts duly audited for the proceeding year;
 - c. To consider and deal with any resolutions of which due notice shall have been given;
 - d. To elect the officers and directors of the Association;
 - e. To appoint an auditor or auditors who shall retire annually but be eligible for re-election;
 - f. To consider any other business;
- (iv) Business may be transacted at any general meeting of the Association by ten percent (10%) of the eligible voting members present at the commencement of such business, after giving notice of the meeting as set out herein.
- (v)
 - a. The President of the Association shall preside as Chairman at every meeting of the Association.
 - b. If there is no President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman;
- (vi) The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote;

- (vii) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members;
- (viii) At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution;
- (ix) If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting;

6. Extraordinary General Membership Meetings

- (i) An extraordinary or special general meeting may be convened at any time by the President or the Directors, and shall be convened by the Directors if requisitioned in writing by three or more members in good standing.
- (ii) Such requisition and the convening notification shall specify the business for which the meeting shall have been convened and no other business shall be transacted at such meeting.
- (iii) Notification to members of an extraordinary general meeting shall be in the form as set out for the annual general meeting.

7. Board of Directors

- (i) The Board of Directors of the Association shall be comprised of a minimum of four (4) and maximum of eleven (11) members, including the President, Vice-President, Treasurer, Secretary, Education Representative and seven (7) members-at-large: one from the East (Souris/Montague), one from Central (Charlottetown), one from East Prince (Summerside), one from West Prince (O'Leary/ Alberton), one Island Representative (East/ West), and two (2) trustee positions, all of whom shall be over the age of 18. The outgoing President will hold a position on the Board as Past-President and this will be a voting position. In the event that no person offers for a position from a specific region, that position shall remain vacant until such time as a member from that region is willing to sit on the Board.
- (ii) Directors shall be elected at the annual general meeting of the Association and shall take office immediately following the annual general meeting;
- (iii) Directors shall hold office for two (2) years or until such time as a successor is appointed. At large board members will serve two (2) year terms, or until such time as a successor is appointed.

- (iv) The subscribers shall constitute the Board of the Association until the first meeting of the board members is held at the first annual general meeting of the Association;
- (v) The Directors may make rules and regulations for the management of the Association and from time to time, amend or re-enact any of the Associations' rule and regulations, but every such rule and regulation and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Association duly called for the purpose, shall only have force until the next annual general meeting of the Association in default of the annual general meeting as set out herein, shall cease to have force.
- (vi) Any member of the Association shall be eligible to be elected as a Director of the Association.
- (vii) Board of Director meetings shall be closed to enable and allow the Directors to complete the business and affairs of the Association. The Directors may approve the attendance of others at Directors' meetings on the request of a member or members to attend or be present at the Directors' meeting upon being invited by the Board of Directors;
- (viii) The Board of Directors shall appoint members of the Association to such committees of the Association as are deemed by the Board of Directors to be necessary for the proper and efficient carrying on of the Association's business.
- (ix) In the event that a Director resigns from his office or ceases to be a member of the Association, whereupon his office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association.
- (x) The Directors shall serve without remuneration unless authorized by the Board of Directors.
- (xi) With respect to removal of the Directors, the members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove all or any Directors before the expiration of his, her or their term of office and may, by a majority of the votes cast at that meeting, elect any person or persons in his, her or their stead for the remainder of his, her or their term.

8. **Meetings of Directors**

- (i) Meetings of the Board of Directors shall be held as often as the business of the Association may require and no less than every three (3) months, and meetings shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing

to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

- (ii) No business shall be transacted at any meeting of the Board of Directors unless at least fifty percent (50%) plus one in number of the Directors are present at the commencement of such business.
- (iii) The President or in his absence, any Director appointed from among those Directors present shall preside as Chairman at the meetings of the Board.
- (iv) The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes he or she shall have a casting vote.

9. **Powers of Directors**

- (i) The management of the activities of the Association shall be vested in the Board of Directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting.
- (ii) The President shall be an ex-officio of all committees.
- (iii) The Directors are obligated to disclose any interest in an individual or company doing business with the Association and no Director shall participate in a discussion or vote in respect of a proposed or existing contract or grant between the Association and a company of which a Director is a member or shareholder.

10. **Officers**

- (i) The Directors shall also include an executive committee of officers consisting of a President, a Vice-President, a Treasurer, a Secretary and an Education Representative.
- (ii) The Officers shall be elected for a period of two (2) years and shall be eligible for re-election.
- (iii) The duties of the President shall be to preside at all meetings of the Association. He or she shall act as Chairman at all meetings and see that the rules and procedures provided for in the By-Laws are strictly adhered to. He or she shall ensure that all committees authorized by the By-Laws and the Board perform their assigned duties, be an ex-officio member of all committees of the Association and prepare any report to be presented at the annual general meeting.
- (iv) The duties of the Vice-President shall assist the President and in the latter's absence shall

discharge the duties of the President in his or her absence or when he or she is unable to perform them. In the absence of the President, the Vice-President shall preside at all meetings of the Association and of the Board. In the absence of the President and Vice-President, a Chairperson shall be appointed by the Board to preside at meetings.

- (v) The Secretary shall keep correct minutes of all the meetings held, conduct the correspondence of the Association and carry out the directions of the Directors. The Secretary shall also keep the Association's records and corporate seal and shall certify all and any records or documents of the Association as required. In the absence of the Secretary, the duties shall be carried out by such person appointed by the President or the Board to serve in the Secretary's absence.
- (vi) The Treasurer shall receive all monies and pay by cheque all accounts passed by the Directors and in general attend to the financial affairs of the Association.
- (vii) The President and any other officer or director or person appointed by the Board shall have the power to draw, accept or endorse bills of exchange, promissory notes, cheques, orders for the payment of money on behalf of the Association, and if the President is unable to sign the above-noted documentation, the Secretary shall assume this responsibility of the President.
- (viii) The Treasurer shall prepare and oversee the budgets of the Committee of the Association and prepare such financial statements as are deemed necessary to the benefit of the Directors and members.

11. **Indemnities to Directors and Others**

- (i) Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators, legal representatives and estate and effect respectively shall, from time to time and all times be indemnified and saved harmless out of the funds of the Association from and against:
 - a. All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liabilities;
 - b. All other costs, charges, and expenses which he or she sustained or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as or occasioned by his own willful, neglect or default.
 - c. No director for any time being of the Association shall be liable for the acts, receipts, neglect or defaults of any other director or officer or employee of the Association or for any loss, damage or expense happening to the Association throughout the insufficiency or deficiency or any security in or upon which any of the money of or belonging to the companies shall be placed out of or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Association with whom or

with which any monies, securities or effects of the Association shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Association in the execution of the duties of the prospective office, trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.

12. **Fiscal Year End**

- (i) The fiscal year end of the Association shall be the 31st day of March in each year.

13. **Corporate Seal**

- (i) The custody of the corporate seal shall be with the Secretary of the Association.
- (ii) The corporate seal shall be used to certify document issued by the Association under the signatures of the President and Secretary.

14. **Membership Dues**

- (i) Membership dues received throughout the fiscal year shall be used for the general operation of the Association and to further its Objects and Purposes;
- (ii) Dues for Members shall be determined annually by the Directors and Officers.

15. **Power to Borrow**

- (i) The Directors of the Association may from time to time:
 - a. borrow money on the credit of the Association, such amounts upon such terms as may be deemed necessary;
 - b. to hypothecate, mortgage, charge or pledge all or any of the real or personal property, undertakings and rights of the Association to secure any money borrowed or other liability of the Association;
 - c. give indemnities to any Director or other person who is undertaking or who is about to undertake any liability on behalf of the Association and to secure such director or other person against loss by giving him a mortgage or charge upon the whole or any part of the real or personal property of the Association.
- (ii) All cheques, documents, contracts and other instruments in writing shall be signed by any two members of the Executive Committee who are from time to time authorized by the Board of Directors to execute such instruments in writing on behalf of the Association.

16. **Banking**

- (i) The bank account of the Association shall be kept at such bank, trust company or credit union, or other recognized financial institution, as the Directors may from time to time determine.

17. **Donations**

- (i) The Association may accept donations of money and other property throughout the fiscal year and use the same for the general operation of the Association and to further its Objects and Purposes.

18. **Fund Raising**

- (i) Throughout the fiscal year, the Association may undertake such fundraising activities from time to time as the Executive approves. The monies derived therefrom shall be used for the general operation of the Association and to further its Objects and Purposes.

19. **Amendment of the By-Laws**

- (i) These By-Laws may be amended or repealed only by two-thirds (2/3) majority vote of those present at an annual or extra-ordinary general meeting.

20. **Audit of Accounts**

- (i) The Directors may annually appoint an external accountant or such other person who shall complete audited or unaudited financial statement and review the books and records of the Association prior to the annual general meeting and file their report at such annual general meeting.

21. **Dissolution**

- (i) Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada (or in a Province) or non-profit organization having similar object and being bound by similar restrictions.