

Prince Edward Island Midwives Association (PEIMA) Bylaws

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Article 1: Name and Description

- 1.1 The name of the organization is the Prince Edward Island Midwives Association (PEIMA), hereafter referred to as the Association. The Association is the professional organization representing midwives in Prince Edward Island.

Article 2: Purpose

- 2.1 The purpose of the Association is to:
- a. promote and support the profession of regulated midwifery in Prince Edward Island;
 - b. advocate for the ongoing development and expansion of midwifery services;
 - c. lobby for access to midwifery educational programs in Atlantic Canada;
 - d. lobby for Indigenous midwifery education pathways and Indigenous midwifery practice;
 - e. promote and support research and evidence informed practice in midwifery care;
 - f. provide continuing education opportunities for its members;
 - g. protect the interests of its members;
 - h. represent the professional interests and protect the rights of midwives, who are PEIMA members, practicing in PEI;
 - i. raise public awareness of the role and function of the profession of midwifery;
 - j. provide a framework for communication and support among midwives and members;
 - k. actively participate in the national and international midwifery community;
 - l. request representation of midwives on committees that address maternity care, midwifery care, newborn care, and reproductive health;
 - m. present the views of the midwifery profession to the public, media, government, health care organizations and other professional groups;
 - n. engage in a mutually supportive relationship with the Canadian Association of Midwives in matters related to the province's midwives;
 - o. recognize the definition of a midwife and the key midwifery concepts outlined by the International Confederation of Midwives and the Canadian Association of Midwives.

Article 3: Membership

- 3.1 Membership categories are defined as follows:

- A. **A Full Member** is a voting member of PEIMA and may fall into one of the two following categories:
 - i. **Midwife Professionally Active:** Midwives who are working full or part-time in any professional setting such as clinical practice, research, education, government, and others.

- ii. **Midwife Professionally Inactive:** Midwives who are on temporary or long-term leave from any professional setting such as maternity or sick leave, retired and/or long-term disability and others.
- B. A **Student Midwife Member** is a non-voting member of PEIMA and enrolled in a midwifery education program or Indigenous midwifery education pathway.
 - C. A **Supportive Member** is a non-voting member and a person who is not a student midwife, or a midwife who wishes to support the mission and vision of PEIMA.
 - D. An **Honorary Member** is a non-voting member who has given outstanding services to PEIMA and/or to midwifery in PEI. An honorary member can be nominated to the Board and approved by the membership.

3.2 Membership Fees

- i. The annual membership fees shall be determined by members at an Annual General Meeting of the Association.
- ii. All fees are payable annually prior to January 1st of each year for the coming calendar year in order to maintain PEIMA membership.
- iii. Honorary members will not be required to pay membership fees.

3.3 Cancellation of Membership

PEIMA membership can be cancelled/revoked:

- i. If requested by the member; 50 percent of the membership fee can be reimbursed if the membership was less than 6 months of the year.
- ii. At the discretion of the Board in accordance with the policy on membership cancellation/revocation.
- iii. The Board is responsible for reporting the revocation at the next general meeting of the membership.

Article 4: The Board

4.1 Powers and Duties of Board

The affairs of the organization shall be managed by a Board of Directors which shall act to advance the goals of the organization. The Board, on behalf of the organization, has all the powers that the organization may legally exercise under the PEI Companies Act, the Articles of Incorporation or otherwise, unless the Board is restricted by law or by the members from exercising those powers.

These powers include, but are not limited to the following:

- a. to accept donations, investigate and approve loans, to make banking and financial arrangements on behalf of the organization;
- b. to allocate the organization's resources;
- c. to act and incur expenses considered necessary for the promotion, protection, interest, or welfare of the organization;
- d. to determine membership fees;
- e. to determine late and reinstatement membership fees;
- f. to execute binding agreements;
- g. to direct the manner in which any other person or persons may enter into binding agreements on behalf of the organization;
- h. to purchase, lease, acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any other rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
- i. to purchase insurance to protect property, rights, and interests of the organization and to indemnify the organization, its members, directors and officers from any claims, damages, losses, or costs arising from or related to the affairs of the organization;
- j. to set dates and sites for meetings;
- k. to establish, suspend and dissolve standing and ad hoc committees;
- l. to draft, review and revise their mandates;
- m. to appoint, where it is considered to be in the interest of the organization, one or more representatives to attend any meetings or conferences and defray from the funds of the organization the expenses of the representatives;
- n. to maintain a permanent record of all Board decisions and transactions;
- o. to establish, oversee and review elections processes for the Board;
- p. to oversee and direct fulfillment of the objects of the organization;
- q. to honor and uphold the by-laws.

4.2 Composition of the Board

The Board of Directors shall be made up of not less than 5 and not more than 10 members of the organization. The board will be comprised of the Executive Committee, one Public Member from each county (up to 3 members), Indigenous member(s) (up to 2 members) and a student representative.

The positions on the Executive Committee are the following: President, Past President, Treasurer and Secretary. Where applicable, the members of the Board shall be full members of the organization. All Board members share the rights and privileges of full membership at the Board level. One of the Board members will be appointed to be the Professional Liability Insurance Director.

4.3 Executive Committee

Except as herein otherwise provided, the affairs of the organization shall be managed by the Executive Committee under the direction of the board in accordance with the organization's policy. The Board shall allocate a budget out

of its general funds in order that the Executive Committee may carry out its duties.

- a. The responsibilities of the Executive Committee include but are not limited to the following duties:

President – convenes and chairs all meetings of the Association and the Board when present in person or virtually, has general supervision of the affairs of the organization and oversees the implementation of Board decisions; is an assigning authority on resolutions and documents; responsible for advocacy and public relations and performs any other duties which the Board may, from time to time, assign.

Past-President – works together with the President to effect the purposes of the organization; reports to the President and exercises any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; is responsible for overseeing the work of committees and performs any other duties which the Board, may, from time to time assign.

Secretary – ensures that the records and books of the organization are properly kept and maintained, including the registry of officers and directors, the registry of members, the minutes of meetings, the bylaws, and resolutions, certifies copies of any record, registry, bylaws, resolutions, or minutes, gives any notices required for meetings, and performs any other duties which the Board may, from time to time, assign.

Treasurer – ensures that the financial records and books of the organization are properly kept and maintained, assists the auditor in the preparation of the financial statements and performs any other duties which the Board may, from time to time, assign.

4.4 Other Board Members

Indigenous Members – represent Indigenous perspectives on midwifery services and Indigenous midwives for their communities and Nations. Indigenous members on the Board share the rights and privileges of full membership at the Board level.

Public Members – represent public perspectives, advocates and participates for midwifery in PEI on the Board and ensures that midwifery continues to be responsive to consumer needs and demands.

Professional Liability Insurance Director – One of the Board members will be appointed to be the Professional Liability Insurance Director who performs all duties in relation to professional liability insurance for midwives in PEI as assigned by the Board.

Student Representative – represents student midwives and the perspectives of students and aspiring midwives in PEI.

Powers and Duties of Board

The affairs of the organization shall be managed by a Board of Directors which shall act to advance the goals of the organization. The Board, on behalf of the organization, has all the powers that the organization may legally exercise under the PEI Companies Act, the Articles of Incorporation or otherwise, unless the Board is restricted by law or by the members from exercising those powers.

These powers include, but are not limited to the following:

- a. to accept donations, investigate and approve loans, to make banking and financial arrangements on behalf of the organization;
- b. to allocate the organization's resources;
- c. to act and incur expenses considered necessary for the promotion, protection, interest, or welfare of the organization;
- d. to determine membership fees;
- e. to determine late and reinstatement membership fees;
- f. to execute binding agreements;
- g. to direct the manner in which any other person or persons may enter into binding agreements on behalf of the organization;
- h. to purchase, lease, acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any other rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
- i. to purchase insurance to protect property, rights, and interests of the organization and to indemnify the organization, its members, directors and officers from any claims, damages, losses, or costs arising from or related to the affairs of the organization;
- j. to set dates and sites for meetings;
- k. to establish, suspend and dissolve standing and ad hoc committees and to draft, review and revise their mandates;
- l. to appoint, where it is considered to be in the interest of the organization, one or more representatives to attend any meetings or conferences and defray from the funds of the organization the expenses of the representatives;
- m. to maintain a permanent record of all Board decisions and transactions;
- n. to establish, oversee and review elections processes for the Board;
- o. to oversee and direct fulfillment of the objects of the organization;
- p. to honor and uphold the by-laws.

Article 5: Board Committees

- 5.1 The board may establish, suspend, reactivate or dissolve standing and ad hoc committees to reflect the needs and carry out the purposes of the organization in an effective and efficient manner.
- 5.2 The Board may delegate duties and responsibilities to members of the organization as needed.
- 5.3 The chairperson of each committee shall be a member who is selected according to a process determined by the Board. The chairperson shall represent their committee and shall report on the committee's activities at Board meetings.
- 5.4 Committee Members shall be members of the organization who are responsible to attend their committee meetings and for implementing Board decisions with regard to the committee's mandate. Committee members may be requested to attend Board meetings from time to time.

Article 6: Elections

- 6.1 A call for nominations to the Board of Directors will be sent to members electronically no later than 30 days prior to the AGM.
- 6.2 Nominations for the Board positions must be received electronically no later than 15 days prior to the AGM.
- 6.3 Elections of the Board of Directors takes place during the AGM and the results of the election will be announced at the AGM.
- 6.4 If the above election process does not result in elected positions, the membership may appoint a member to fill the position. Nominations and a membership vote would finalize this decision.

Election of Board

- 6.5 The Board shall be elected as follows:
 - (i) The Directors shall be elected every two years on a staggered system;
 - (ii) The student representative shall be elected annually.
- 6.6 No Director shall serve more than 2 consecutive terms in one position. A partial term longer than 12 months shall be deemed as a full term.

Article 7: Vacancies

- 7.1 A Director's office shall be deemed vacant:
- a) if a member delivers a written email resignation to the Board;
 - b) if the Board proposes the removal of one of the elected members of the Board;
 - (i) A selected group of the Board will meet with the elected member to explore the issue.
 - (ii) within 45 days of the proposed removal, the Board shall call a members' meeting for the purpose of discussing the proposed removal;
 - (iii) at such a meeting there shall be a vote on the proposed removal. If 50 % plus one of the members who vote support the removal, then the Executive Committee shall call an election for that office.
- 7.2 In the event that a Director of the Board leaves office, the Board may appoint an interim officer from the Board to assume those duties until an election is held or the person returns to office.
- 7.3 In the event a committee chairperson or delegate leaves their responsibilities, the committee on the Board's approval, or the Board, may appoint an interim chairperson until a new selection is made or the person returns to office.

Article 8: Meetings

8.1 Meetings by means of Electronic Facilities

Meetings of the members and the Board may be validly convened by means of conference calls or other communications facilities to permit all persons participating in the meeting and communicating with each other when necessary.

8.2 General Meetings

8.3 The Association shall meet at least 4 times per year, including the Annual General Meeting, and meetings may be held at any time and place as determined by the Board. At least two weeks' notice shall be given to all members regarding dates and location of the meetings. Included in that notice will be the date, location, meeting access information and proposed agenda as known at that date. Notice can be given by email, fax, mail or text.

8.4 Additional and Special Board Meetings

Additional and special meetings may be called as necessary by any of the Directors of the Board of the organization, provided that 3 days' notice of such

meeting shall be given to the Board members. Minutes from such meetings will be made available to the general membership at the next General Meeting.

8.5 Annual General Meeting (AGM)

The AGM of the organization shall be held within six months, but not sooner than 31 days of the end of the preceding fiscal year. Written notice of such meeting shall be mailed, e-mailed electronically, or handed to members by the secretary not less than 15 days prior to the date scheduled for the meeting. Included in that notice will be the date, location, meeting access information and proposed agenda as known at that date.

8.6 The business of the AGM shall include but is not limited to:

- a. approval of an annual financial statement;
- b. discussion of any proposed amendments to these by-laws;
- c. any item of business that the Board considers appropriate to refer to the membership at large;
- d. appointing an auditor who shall hold office until the next AGM;
- e. approval of minutes;
- f. approval of proposal from full members to direct the Board to consider specific issues relevant to the purposes or functioning of the organization.

Article 9: Decision Making

9.1 When making decisions the Board shall, in the spirit of cooperation, use a consensus process adopted by the Board. Where no consensus can be achieved decisions shall be ratified by voting.

9.2 Voting Procedure for members' decision:

The voting procedure for members' decision making shall be as follows:

- (i) resolutions may be passed by 50 % plus one of the voting members present;
- (ii) a vote may be taken either upon show of hands or, if requested, by ballot.

9.2 The quorum for the Board of Directors shall be four members.

9.3 The quorum for meetings of the Association shall be one third of the voting members.

9.4 If the Board determines that membership decision shall be made by mail in ballot a process as prescribed by the Board shall be followed.

Article 10: Financial Policy

- 10.1 The Fiscal Year of the Association shall end on the 31st of December of each year.
- 10.2 Renewal membership fees are due in full on or before the 31st of December each year. The membership fee will remain full until the 31st of December, after which date it will be reduced by 50% until the end of the fiscal year. New members can join at any time.
- 10.3 A financial budget is developed yearly by the Treasurer and submitted and ratified at the AGM. The annual financial statement shall be signed by an auditor or by the Treasurer and the President if there is no auditor and submitted to the organization.
- 10.4 All non-budgetary expenses must be approved by the Board at a regular or special meeting of the Board.
- 10.5 **Borrowing Powers**
- Subject to the limitations set out in these by-laws the Board may:
- (i) In order to carry out the objects of the organization, the Board may raise or secure the payment or repayments of money in any manner it sees fit in its sole and unfettered discretion.
 - (ii) Notwithstanding Article 10.5 (i), no debenture or general security agreement shall be issued without the authorization of the full members of the organization.
- 10.6 **Signing Authority**
- Two members of the Board, one being the Treasurer, shall have signing authority and all cheques, drafts, money orders and all notes and acceptances and bills of exchange must be signed by these two authorized officers.
- 10.7 Documents requiring execution by the organization may, upon approval of the Board, be signed by any two officers, and all documents so signed are binding upon the organization without any further authorization or formality. The Board may appoint any officer or officers of the organization, either to sign documents generally or to sign specific documents.
- 10.8 A member of the Board as appointed by the Board may accept gifts on behalf of the organization.
- 10.9 **Director Remuneration**

The directors of the organization shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by their performance of the duties, and any director who is a *bona fide* employee of the organization (whether full-time or part-time) may be paid remuneration with respect to service performed by them as an employee and approved by the Board.

10.10 Auditor

At the AGM an auditor may be elected for the ensuing year. The remuneration of the auditor (s) of the organization, if applicable, shall be fixed by resolution of the members, or, if the members so determine, by the Board.

Article 11: Amendments

- 11.1 These bylaws may be amended, repealed, or added to by the consensus of the Board and by a majority of members, which is not less than two thirds of the membership, through voting.

Article 12: Books and Records

- 12.1 The Board shall see that all necessary books and records are regularly and properly kept as required by these bylaws or by any applicable statute. All books and records of the Association shall be open to the inspection of members at each annual general meeting.

Article 13: Dissolution

- 13.1 In the event of dissolution of the organization, any remaining assets are to be distributed to an organization or organizations with generally the same purpose. This shall be decided by the members at the last AGM of the organization.