

# **BYLAWS OF PEACEFUL SCHOOLS INTERNATIONAL SOCIETY**

## **DEFINITIONS**

In these bylaws unless there be something in the subject or context inconsistent therewith

- (a) "Society" means **Peaceful Schools International**
- (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **NAME**

- 1. The name of the corporation described below and forthwith incorporated is the PEACEFUL SCHOOLS INTERNATIONAL SOCIETY, hereafter referred to as PSI. PSI is a non-profit organization that is organized exclusively for charitable purposes without purpose of gain for its members. Any profits or other accretions that accrue to the society through its activities shall be used solely to promote its goal and objectives.

## **MEMBERSHIP**

- 2. There are two categories of membership: Regular and Associate.
- 3. An organization is eligible for Regular membership if:
  - a. it is an educational institution (primary – grade 12, post-secondary institution, or childcare centre);
  - b. it commits to creating a culture of peace within the institution;
  - c. it is a registered or incorporated non-profit society, institution, or nongovernmental organization;
  - d. it accepts, promotes and supports the aims and objectives of PSI;
  - e. it is able to report to PSI on its peace-related activities;
  - f. it maintains representation in person or through proxy to the Annual General Meeting.
- 4. An organization or individual is eligible for Associate membership if:
  - a. it/he/she supports the Mission Statement and bylaws of PSI, but does not meet all the criteria for full membership;
  - b. it/he/she accepts, promotes and supports the aims and objectives of PSI including the bylaws, programs and activities;

- c. it/he/she maintains representation in person or through proxy to the Annual General Meeting.
5. An organization or individual that meets the criteria above may become a member of the Society following payment of a subscription of such amount as the Directors may from time to time determine. Following such a contribution, the name and contact information of the contributing organization or individual shall be entered into the Register of Members and shall constitute an admission to membership in the Society.
6. Membership is not transferable.
7. Any member may resign from membership upon notice in writing to PSI.
8. The Board has the right to remove any organization/individual from the membership where the actions of a member bring grave consequences or otherwise jeopardizes the well-being of PSI. The member in question will be given the opportunity to appear before the Board at the first meeting following the decision.
9. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office. Proxy voting is not permitted.

#### **AMMENDMENTS TO THE BYLAWS**

10. The Bylaws can be amended at the Annual General Meeting (AGM) or a Special General Meeting (SGM) by three fourths vote of the members present, provided that the amendment was submitted to Directors and Members in writing or electronically at least one week in advance of the meeting.

#### **FISCAL YEAR**

11. The fiscal year of the Society shall be the period from April 01 to March 31.

#### **MEETINGS**

12. The annual general meeting of the Society shall be held within four months after the end of each fiscal year of the Society.
13. A special meeting of the Society may be called at any time by the President or shall be called by the President if requested by two-thirds of the directors. A special meeting shall be called if requested in writing by a majority of the members of the Society.
14. Seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing by hand, by email, by facsimile or by sending notice through the post addressed to the member at their last known address. Any notice shall be deemed to have been given by email when confirmation of opening is indicated; by facsimile when transmission has been confirmed; and by post at the time when the letter containing the notice would have been delivered in the ordinary course of post. The non-receipt of any notice shall not invalidate the proceedings at any general meeting.

15. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business. A quorum shall consist of five members.
16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
17. At each ordinary or annual general meeting of the society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - Minutes of preceding meeting Annual General Meeting
  - Consideration of the annual report of the directors
  - Consideration of the financial statement, including the report of the auditors
  - Appointment of Auditors
  - Election of directors
  - Election of officers
  - Any other business relevant to the operation of the Society.

All other business as transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

18. The President, or other officer provided for by these bylaws, or any other Member of the Society chosen by the members present at the meeting, shall preside at meetings and shall have a vote. If a tie occurs in the vote of the members present at the meeting, including the vote of the presiding officer, the presiding officer may cast the deciding vote.
19. The Chair 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.

#### **VOTES OF MEMBERS**

20. Each member shall have one vote and no more.
21. A motion, question or resolution put to a vote at a meeting is decided by a simple majority of the members of the Society present at any meeting. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Book of Proceedings of the Society shall be sufficient evidence of that fact, without proof of the number or proportion of the members recorded in favour or against such resolution.

#### **DIRECTORS**

22. Unless otherwise determined by general meeting, the number of directors shall not be less than seven or more than twelve. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

23. Any member of the Society shall be eligible to be elected a director of the Society.
24. Directors shall be elected at each ordinary or annual general meeting of the Society.
25. At the first ordinary or annual general meeting of the Society, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected.
26. The term of office for Directors shall be four years and Directors may serve a maximum of two consecutive terms in office, after which they will be ineligible for re-appointment for a period of two years.
27. A Director who misses three consecutive regular Board meetings shall be asked his/her intention regarding her/his term on the Board of Directors, and may be asked to resign if unable to fulfill Board duties.
28. In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled by the Board of Directors from among the members of the Society. When Directors are appointed mid-year (outside of an Annual General Meeting), their term will expire at the fourth Annual General Meeting following their appointment.
29. The society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place she/he is appointed would have held office if she/he had not been removed.
30. Meetings of the Board of Directors shall be held as often as the business of the Society may require and 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 Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given wither 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.
31. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
32. The President, or an officer provided for by these bylaws, or any other Member of the Society chosen by the members present at the meeting, shall preside at meetings and shall have a vote. If a tie occurs in the vote of the members present at the meeting, including the vote of the presiding officer, the presiding officer may cast the deciding vote.

#### **POWERS OF DIRECTORS**

33. The Board of Directors shall be responsible to:
  - a. set overall annual operational goals, policies and objectives;

- b. oversee the financial status of the organization;
  - c. review and approve in principle the draft annual budget prepared by the Treasurer and submit it for final approval at the Annual General Meeting;
  - d. hire and determine remuneration for a Coordinator/Executive Director; and
  - e. ensure the organizational development of the Society.
34. The Board of Directors shall not receive any remuneration from the Society for their services as Directors and no Director shall directly or indirectly receive any profit from his/her position as a Director. A Director may be paid reasonable expenditures incurred by her/him in the performance of her/his duties. Nothing herein contained shall be construed to preclude any Board member from serving the Board or the organization in a specific capacity and receiving compensation for such work.
- a. When a contract or issue under discussion by the Board directly concerns a Director he/she will absent her/himself from the meeting for the period required for discussion.

### **OFFICERS**

35. The officers of the Society shall be a President, a Vice-President, Treasurer and a Secretary. The officers shall be appointed by the Board of Directors. The offices of Treasurer and Secretary may be combined.
36. Duties of the President:
- a. to preside at meetings as needed
  - b. to report to each Annual General and General Membership Meeting of the Society on the activities of the Board of Directors;
  - c. to represent the Board between meetings; and
  - d. to ensure that a proper Register of Members is kept in accordance with Section 16 of the Act.
37. Duties of the Vice-President:
- a. to preside at meetings as needed
  - b. to represent (with the President) the Board between meetings; and
  - c. to ensure that a proper Register of Members is kept in accordance with Section 16 of the Act.
38. Duties of the Secretary:
- a. to preside at meetings as needed;
  - b. to record minutes of the meetings of the Society and circulate them at least seven days in advance of the next board meeting;
  - c. to retain custody of the books and records, and custody of the minutes of all the meetings of the Board of Directors;
  - d. to retain the custody of the Seal of the Society; and
  - e. to review annually the Memorandum of Association and Bylaws and make proposals for modification and updating as required.
39. Duties of the Treasurer:
- a. to preside at meetings as needed;
  - b. to keep accurate and complete financial records and books of the Society;

- c. to ensure that accounts are prepared and presented each year to the Annual General Meeting of the Society in accordance with the provisions of the Act;
- d. to submit required reports to the Registrar of Joint Stock Companies; and
- e. to prepare and present, in consultation with staff and with Board approval, a detailed budget to the annual General Meeting of the Society.

#### **BOARD COMMITTEES**

- 40. The Board may appoint an executive committee, consisting of the President, the Treasurer, the Executive Director/Coordinator (if one is appointed), and such other persons as the directors decide.
- 41. At least three months before the Annual General Meeting, the Directors shall appoint a Nominations Committee of at least three individuals.
- 42. The Nominations Committee is responsible to:
  - a. search for and present appropriate candidates for election to the Board of Directors, including re-election as the bylaws permit;
  - b. recruit and brief potential new board members, keeping in mind the needs of the organization and the talents, competencies and willingness to perform the required duties of potential board members;
  - c. ensure the representation of individuals who can help attract funding to the Society; and
  - d. work to achieve a Board that is balanced with respect to gender, ethnic and cultural background, and geographical representation.
- 43. The Board may also establish other Board Committees in relation to identified organizational needs. Committee members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees and may fix by resolution any remuneration to be paid.

#### **AUDITOR**

- 44. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
- 45. The society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, the auditor shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting each year as required by law.

#### **CONFLICT OF INTEREST**

46. To continue as a director, a member shall, by a date set by the Board of Directors, sign a certificate stating that the director:
- a. is qualified to act as a director;
  - b. is aware of the duties of a director;
  - c. has disclosed all personal, employment and business relationships with the Society or its employees, suppliers, contractors or directors, or with other candidates for election to the Board of Directors;
  - d. will disclose any future conflicts of interest as soon as they arise; and
  - e. will comply with any and all rules and policies set by the Board of Directors regarding conflicts of interest.

#### **MISCELLANEOUS**

47. The society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
48. The Society shall file with the registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
49. The books and records of the Society may be inspected by and member at any reasonable time within two days prior to the annual general meeting at the registered office of the society.
50. Contracts, deeds, bills of exchange and other instruments may be executed on behalf of the Society by the President or Vice-President or the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
51. The assets of the Society shall never be pledged as security or collateral for any personal loan by any member.
52. The borrowing powers of the Society may be exercised by special resolution of the members.