

# **NOTRE DAME DE GRÂCE Community Council**

## **By-Laws**

*Amendments approved at the Special General Assembly of 31 March 2015*

*Remove mission and values and merging nomination and membership committee approved at the Annual General Assembly of 7 June 2017*

*Amendments to article 9 and 13 approved at Annual General Assembly of 12 June 2019*



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*(The masculine gender is used to designate a person, male or female, for clarity and brevity of the following text.)*

### **1. Name**

The name of this organisation shall be LE CONSEIL COMMUNAUTAIRE DE NOTRE DAME DE GRÂCE (formally incorporated under the name “NOTRE DAME DE GRÂCE COMMUNITY COUNCIL INC.”), hereinafter referred to as “the Council”.

### **2. Territory**

The Council conducts its business in the district of Notre-Dame-de-Grâce, bounded on the north by Côte Saint-Luc Road, on the east by Claremont Avenue (south-east) and Gray Avenue (north-east), to the south by St. Jacques Street and on the west by Connaught Avenue, hereinafter referred to as ‘the Territory’.

### **3. Head Office**

The Council is headquartered in Notre-Dame-de-Grâce, at a place designated by the Board of Directors.

### **4. Seal**

The seal, an impression whereof is stamped in the margin of this document, will be the seal of the Council.

### **5. Fiscal Year**

The fiscal year of the Council will begin on April 1 and ends on March 31.

### **6. Membership**

#### **6.1. Conditions of acceptance**

To become a member in good standing of the Council, an applicant must:

- Demonstrate membership in one of the categories defined at 7.3;
- Complete a membership form;
- Adhere to the mission and values of the Council;
- Be accepted by the Board of Directors; and
- Where applicable, pay their annual dues.

The membership year is the same as the fiscal year. Annual dues for members are established by the General Assembly.

#### **6.2. Rights and responsibilities of members.**

Council members have the following rights and duties:

- Not to cause conflict of interest in participating in the Council;
- Be informed and remain properly informed about the operations, policies and direction of the Council;
- Be informed of and attend the meetings, as appropriate, and activities of the Council;

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- Respect the will of the majority and cooperate in implementing decisions;
  - Allow for the right of some to dissent; and
  - Play an active role in the Council.

### 6.3. Membership Categories

#### 6.3.1. Individual Members

Any person who resides in the Territory may be a Individual Resident Member. Members in this category may be elected to the Board of Directors as representatives of local citizens.

Any person who is active in the Territory through their work or their volunteer activities may be a Individual Non-resident Member. Individual Non-resident Members may participate in Council committees and vote at meetings of members, but they are not eligible to serve on the Board of Directors.

#### 6.3.2. Organisational Members

Any not-for-profit organisation active in the Territory may be an Organisational Member. Annually, each Organisational Member shall appoint one delegate and an alternate. These appointees shall represent their Organisation at meetings of members and may be elected to the Board of Directors as representatives of the Organisational Member category.

#### 6.3.3. Business Members

Any entrepreneur or company, regardless of size and/or scope, that conducts business and contributes to the economic life of the Territory may be a Business Member. Annually, each Business Member appoints a delegate and an alternate. These appointees represent the company at meetings of members and may be elected to the Board of Directors as representatives of the business category.

#### 6.3.4. Associate Members

Any community actor from the institutional and political milieus, such as representatives of academic, municipal, provincial and federal institutions, and individuals active in politics at all levels, may be an Associate Member. Associate Members are welcome to all of the Council's activities but they do not have the right to vote and they are not represented on the Board of Directors.

#### 6.3.5. Honorary Members

The Board of Directors may grant the status of Honorary Member to a person who has contributed to the Council and to the community of Notre-Dame-de-Grâce in an exemplary manner. Honorary members are exempt from paying the annual fee, may vote at meetings of members, but are not represented on the Board of Directors.

### 7. Resignation or removal

#### 7.1. Resignation

The resignation of a member in good standing shall be served in writing to the Board of Directors.

#### 7.2. Removal

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Any member who fails to comply with Council by-laws or whose position or activities are clearly at odds with the mission and values of the Council may lose his membership. Only the Board of Directors may remove a member. However, before making such a decision, the Board of Directors will offer the said member the opportunity to be heard.

### **8. Meetings of Members**

#### **8.1. Annual General Meeting**

The Annual General Meeting must be held within three (3) months of the end of the fiscal year.

#### **8.2. Special Meeting**

A special meeting may be called at any time:

- by the President or Vice-President following a decision of the Board of Directors taken at a regular meeting; or
- by the President or the Vice-President upon the written request of at least five (5) members.

Such a meeting must be convened and held within three (3) weeks of receipt of such a request.

#### **8.3. Place**

The place and the time of meetings of the members are determined by the Board of Directors.

#### **8.4. Notice**

The announcement of all meetings of members shall be in writing and shall be sent, by regular mail or by e-mail, to the address of each member as shown in the Council's membership list at least ten (10) days before the meeting.

Notice of a special meeting of members shall state the purpose for which the meeting was convened.

The accidental omission to notify a member shall not invalidate the meeting or any decision taken at that meeting.

##### **8.4.1. Agenda of the Annual General Meeting**

The agenda of the Annual General Meeting must include:

- a) Approval of the minutes of the previous Annual General Meeting;
- b) An annual report on Council business;
- c) The presentation of the annual financial statements of the Council;
- d) Ratification by the Annual General Meeting of any regulations added, amended or repealed by the Board of Directors since the last Annual General Meeting, if applicable;
- e) Determination of the annual membership fee;
- f) The appointment of the Auditor;
- g) The election of Directors; and
- h) Any other issues raised in due form before the commencement of the meeting.

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### 8.5. Voting

At a meeting of the members, only members in good standing may vote. Unless otherwise stated, a vote by simple majority of voting members in attendance at a meeting is sufficient. Each member will receive one (1) vote and will vote in person and not by proxy. Voting shall be by show of hands, or by secret ballot if a motion requiring one is adopted. In the case of an equality of votes the President of the meeting shall have a decisive casting vote.

### 8.6. Quorum

At all meetings of the members, the quorum shall be ten (10) members. If a quorum is present at the beginning of the meeting, all agenda items duly and properly submitted before the meeting can be addressed even if the departure of some members during the meeting results in a loss of quorum.

If there is no quorum fifteen (15) minutes after the time fixed for the meeting, the President of the meeting may adjourn the meeting to another time. The rescheduled meeting will be considered valid even without the required quorum. Notice of a rescheduled meeting must be given consistent with article 9.4 of the by-laws.

## 9. Board of Directors

### 9.1. Duties and powers of Directors

The Board of Directors exercises its powers and perform its obligations under the *Quebec Companies Act*, the Letters Patent of the Council and these by-laws, and shall carry out all acts necessary to the achievement of the goals of the organisation, including:

- Oversee the preparation of budgets;
- Determine general policy guidelines;
- Dismiss any Officer or Director found unfit to carry out their mandate;
- Monitor and ensure the ongoing management of the Council;
- If necessary, strike committees with clear mandates, which shall report the results of their work.

### 9.2. Composition

- The Board of Directors will consist of a maximum of fourteen (14) Directors. Thirteen (13) Directors are elected at the Annual General Meeting in accordance with these by-laws, and one (1) Director, who must currently be a staff member of the Council, shall be elected by the staff.

The thirteen (13) Directors elected at the Annual General Meeting belong to the following categories:

- Seven (7) Directors are from the category of Individual Resident Members;
- Five (5) Directors are from the category of Organisational Members; and
- One (1) Director is from the category of Business Members.

The Nominations Committee is responsible for ensuring the representation of different categories of members in the composition of the Board of Directors.

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In addition, the Director General of the Council is a non-voting Director, and the immediate past President of Council may also be a non-voting Director if his mandate has ended.

### **9.3. Terms of office**

Directors are elected at the Annual General Meeting for a term of two (2) years. A Director remains in office until the election of his successor.

### **9.4. Renewal**

A Director can not act for more than six (6) consecutive years or three (3) consecutive terms.

### **9.5. Vacancy**

In the event of a vacancy on the Board of Directors, the remaining Directors may fill the vacancy by appointment until the next Annual General Meeting.

### **9.6. Dismissal**

If the Board of Directors so decides, a Director who is absent from three (3) consecutive meetings without a valid reason may be removed from office.

### **9.7. Quorum**

The quorum is a majority of Directors in office. The President is included in the calculation of the quorum.

### **9.8. Decisions**

The Board of Directors strives to make decisions by consensus. The ratification of resolutions requires a majority of the Directors present at a duly called meeting. Each Director is entitled to one (1) vote on each matter submitted to a vote at a meeting of the Board of Directors. The vote is by show of hands or by secret ballot, if it is required for a motion be adopted in that manner.

### **9.9. Meetings**

The Board of Directors shall meet at least five (5) times per year.

### **9.10. Notice**

Notice of meetings of the Board of Directors is given by email or by letter at least ten (10) days before the meeting. The meeting schedule can also be set for the year and sent to the Board of Directors according to the means set forth above, and acts as a notice of individual meetings.

The accidental omission to give notice to any Director shall not invalidate the meeting or any action taken in connection with it.

## **10. Officers and duties**

### **10.1. Officers**

The elected Officers of the Board of Directors are:

- President;
- Vice president;
- Secretary; and
- Treasurer.

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### 10.2. Vacancy

In the event that one of the Officers' positions becomes vacant, the Board of Directors will elect a replacement at the next regular meeting.

### 10.3. Duties

The duties of the Officers shall be those of their respective positions and, in particular, include the following:

#### 10.3.1. President

The President shall preside over all Board of Directors meetings and meetings of the members unless he delegates this role. The President shall supervise the business of the Council and shall perform such other duties as may be assigned by the Board of Directors. The President shall be an *ex officio* member of all committees of the Council. The President will represent the organisation at all times and will be the official spokesperson.

#### 10.3.2. Vice President

The Vice President shall perform the duties of the President in his absence. In addition, the Vice President shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

#### 10.3.3. Secretary

The Secretary shall keep records of minutes of meetings of the members, of the Board of Directors and of the Executive Committee. The Secretary shall keep and maintain all non-financial records and the seal of the Council.

#### 10.3.4. Treasurer

In collaboration with the Director General, the Treasurer will monitor the financial transactions of the Council and, in addition, provide the Board of Directors the necessary information to ensure the financial operations of the Council. The Treasurer will submit a duly audited financial report at the Annual General Meeting.

## 11. Election of Directors and Officers

### 11.1. Nominations

The members of the Nominations Committee will meet at least thirty (30) days before the Annual General Meeting and prepare the list of candidates to stand for election at the Annual General Meeting. Any group of two (2) members of the Council may submit, in writing, additional nominations to the office of the Council no later than seven (7) days prior to the Annual General Meeting.

### 11.2. Election of Officers

The Board of Directors will elect officers at its first meeting following the Annual General Meeting.

### 11.3. Terms of Office

An Officer can not act for more than six (6) consecutive years or three (3) consecutive terms.

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## **12. Director General**

### **12.1. Powers**

The Director General is the Chief Executive Officer of the Council and, as such, has the authority to carry out the decisions of the Board of Directors. He is a full member of any Standing Committee as well as any body appointed by the Council. He has no right to vote.

### **12.2. Responsibilities**

The Director General's responsibilities are:

- Oversee the day-to-day management of the business of the Council within established policies (with the exception of obligations which legally must be performed by the Board of Directors, the Executive Committee or by the members at meetings of the members);
- Oversee the management of the professionals and support of the Council's employees. The Director General also has the power to hire or dismiss any employee of the Council;
- Provide reports of his activities to the Board of Directors through the President;
- Propose policies necessary for the implementation of Council business to the Board of Directors for adoption;
- Provide to the Directors any information they might need for the management of Council business within a reasonable timeframe; and
- Perform other duties specified in the employment contract.

## **13. Permanent Committees**

### **13.1. Constitution of standing committees**

The Board of Directors maintains the standing committees:

- The Executive Committee;
- The Human Resources Committee;
- The Finance Committee;
- The Nominations Committee and the Membership Committee.

The Executive Director is an ex officio member of each standing committee.

### **13.2. Description of committees**

#### **13.2.1. Executive Committee**

The Executive Committee consists of the Elected Officers and the Director General. It is responsible for urgent and unusual matters that arise between meetings of the Board of Directors. The Executive Committee will support the Director General in pursuing the Council's objectives and will carry out the preparatory work for discussions and decisions of the Board of Directors. The Executive Committee reports to the Board of Directors concerning the measures taken between meetings of the Board of Directors, and will carry out any other function assigned by the Board of Directors. The Executive Committee shall meet at the request of the President or Vice-President.

The Executive Committee is responsible for recruiting the Director General, and negotiates the terms of the Director General's employment, subject to approval by the Board of Directors.

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The Executive Committee supports the President in the regular evaluation of the Director General's performance.

The Executive Committee shall submit all matters of policy or finances to the Board of Directors for adoption.

### **13.2.2. Human Resources Committee**

The Human Resources Committee is comprised of at least one member of the Board of Directors who chairs the committee and two other members of the Council appointed by the Board of Directors. It recommends policies regarding personnel matters, including recruitment, hiring, evaluation and dismissal, employment contracts, wages and benefits to the Board of Directors. The Human Resources Committee may act as mediator with regard to issues concerning personnel. It provides support to senior management for hiring and references, and will perform such other duties as assigned by the Board of Directors.

### **13.2.3. Finance Committee**

The Finance Committee is composed of the Treasurer, who chairs the committee, and two members of the Council appointed by the Board of Directors. It is responsible for recommending operational and project budgets to the Board of Directors, as well as financial planning policies in regard to the acquiring, disbursement and investing of funds. The Finance Committee oversees the annual audit and reports on financial activities at the Annual General Meeting. It performs any other duties assigned by the Board of Directors.

### **13.2.4. Nominations Committee and Membership Committee**

The Nominations and membership committee Committee is composed of the immediate past President, who chairs the committee, and two other members of the Council appointed by the Board of Directors and a representative of each of the three categories of members: Individual, Organisational and Business members. It is responsible for ensuring compliance with the composition of the Board of Directors and the nomination process, as provided for in these by-laws. As such, it identifies and interviews potential members for the Board of Directors. It provides a list of candidates for each vacancy on the Board of Directors. It also makes recommendations to the Annual General Meeting. It is responsible for informing the new members of the Board of Directors and will perform such other duties assigned by the Board of Directors. It is also responsible for actively seeking new members of the Council in each of these categories of members and for maintaining the membership registry, and will perform such other duties as assigned by the Board of Directors.

## **14. Financial transactions**

The Council's bank accounts will be kept in a duly Chartered bank or banks, or trust companies, as adopted by Board of Directors resolution, and all funds belonging to the Council will be deposited at those banks or trust companies.

Checks issued from these accounts must be signed by two Officers or by the Director General and an Officer of the Council, or in a manner determined by resolution of the Board of Directors.



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### **15. Distribution of assets**

In the case of the termination of activities or the dissolution of the Council, all remaining property of the Council will be given to one or more charitable organisations registered under the provisions of the *Income Tax Act*, as determined by the Board of Directors.

### **16. Amendments**

#### **16.1. Procedure**

A by-law may be amended or repealed, or a new by-law may be put into effect in accordance with one of the following procedures, or both:

- a. A draft resolution containing the proposed change may be submitted to a regular or special meeting of the Board of Directors. At this meeting, the Board of Directors may approve, revise or reject the proposed change.

Resolutions, as approved, shall be submitted to the next meeting of members and can then be approved or rejected.

- b. Any group of at least ten (10) members may submit in writing to the Board of Directors, at least two (2) months before an Annual General Meeting, proposals for amendments or changes to the by-laws. These proposals are placed on the agenda of the next meeting of members if so requested.

Proposed amendments must be available for member consultation in the offices of the Council at least ten (10) days before the meeting of members.

#### **16.2. Adoption**

The by-laws may be amended by a 2/3 vote of the members present at a meeting of the members provided that notice of proposal for such amendment has been given at least ten (10) days in advance.

#### **16.3. No retroactive effect**

Amended by-laws shall have no retroactive effect and will take effect at the time of the adoption in accordance with the provisions of the law and of the by-laws.

### **17. Miscellaneous provisions**

#### **17.1. Minutes of meetings**

Unless otherwise provided in the by-laws, or all persons present at a particular meeting agree otherwise, all meetings mentioned in the by-laws must be recorded. The minutes must be distributed to members and available for consultation in the Council.

#### **17.2. Remuneration**

All council funds must be used to promote the mission and values of the Council. Any remuneration by the NDG community council to council member, excluding board members or council officers, must be approved by the council board.

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### **17.3. Meeting Procedure**

The revised rules, set forth in the *Code Morin*, govern the Council in all cases where they apply and where they are consistent with the by-laws.

### **17.4. Indemnification**

The Council hereby undertakes to indemnify and hold harmless each Director and Officer of the Council and his heirs, legatees and assignees against all costs, charges or expenses that any such Director or Officer may suffer or be obliged to pay pursuant to any action, suit or proceeding taken, commenced or completed against him for any act or omission taken in the execution of his duties and also against the costs, charges and expenses arising therefrom.

The Council shall purchase and maintain, for the benefit of its Directors and Officers and their heirs, legatees and assignees, insurance against personal liability for any act taken or omission made in the execution of his duties, to the extent such insurance is offered on the market and subject to the exclusions and restrictions imposed by the insurer. Such insurance can not in any case cover liability resulting from the failure of a Director or Officer to act with honesty and loyalty to the Council, gross negligence or a personal fault separable from the performance of duties exercised the service of the Council.