

Final Version

**QUEBEC COMMUNITY GROUPS NETWORK**

**BY-LAWS**

QUEBEC COMMUNITY GROUPS NETWORK (QCGN)

BY-LAW A-2003

BE IT ENACTED AND IT IS HEREBY ENACTED AS BY-LAW A-2003 OF THE CORPORATION THAT:

By-law No. 1 of the Corporation attached hereto is amended to become By-law A-2003.

APPROVED BY THE members of the CORPORATION on June 1<sup>st</sup>, 2003.

*Martin P. Murphy*

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PRESIDENT

*Helin Hally*

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SECRETARY

**MISSION AND MANDATE OF**

**THE QUEBEC COMMUNITY GROUPS NETWORK (QCGN)**

The mission of the Quebec Community Groups Network is to contribute to the development and enhancement of the vitality of the English-language minority communities of Quebec.

The mandate of the Quebec Community Groups Network is as follows:

Whereas each member organisation of the QCGN is responsible for representing and advocating for the priorities and needs of the English-language minority communities on whose behalf they carry out their mandate;

Whereas the member organisations have come together to intercede and negotiate with government through the QCGN in order to ensure the English-speaking communities, on whose behalf they carry out their mandate, obtain the resources they need and deserve;

Whereas the member organisations have come together to coordinate actions on issues affecting the development and the enhancement of the vitality of English-language minority communities;

The member organisations confer the following mandate on QCGN to:

- support and assist the member organisations in their goal to develop and enhance the vitality of English-language minority communities;
- promote and facilitate cooperation and consultation between the member organisations and government with respect to development and enactment of policies, funding programs and other government actions, in order to develop and enhance the vitality of English-language minority communities;
- support and assist member organisations in coordinating actions on issues affecting the development and the enhancement of the vitality of English-language minority communities;
- promote a coordinated approach to community development among member organisations, and between member organisations and other partners, in order to pursue the development and the enhancement of the vitality of English-language minority communities;
- promote dialogue and mutual understanding between the English-language and French-language minority communities of Canada;
- promote the representation of the English-language minority communities at the national level with federal institutions and other bodies that influence the development and enhancement of English-language minority communities.

**FINAL COPY BY-LAWS APRIL 14, 2003**

**QUEBEC COMMUNITY GROUPS NETWORK (QCGN)/ LE RÉSEAU DES  
GROUPES COMMUNAUTAIRES ANGLOPHONES DU QUÉBEC**

**BY-LAW NO. 1**

(GENERAL BY-LAWS OF THE CORPORATION)

**BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law number 1 of the QUEBEC COMMUNITY GROUPS NETWORK/LE RÉSEAU DES GROUPES COMMUNAUTAIRES ANGLOPHONES DU QUÉBEC (hereinafter called the "Corporation") as follows:**

**1.0 INTERPRETATION**

**1.1 Definitions**

In the by-laws of the Corporation, unless otherwise provided or unless the context otherwise requires:

"Act" means the Companies Act, R.S.Q., C-38, as from time to time amended, and any statute that may be substituted thereof in whole or in part. If such substitution occurs, all reference to a section of the Act shall be interpreted as a reference to the section substituted;

"By-laws" means the present by-laws and all other by-laws of the Corporation from time to time in force and effect;

"Canada-Community Agreement or CCA" means the Framework Agreement for the purpose of supporting and assisting the development and enhancing the vitality of the English-language minority communities of Quebec, signed by the Department and the Quebec Community Groups Networks;

"Constitution" means the articles of incorporation of the QCGN, the National Status Mechanism, the by-laws, the Canada Community Agreement, the statement of the QCGN Mission and Mandate

"Department" means the Department of Canadian Heritage

"Directors" means the Board of Directors

"Member" means any association, group, network, federation or organization admitted in accordance with section 4.0 of this by-law;

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“Officer” means the president of the Corporation, the vice-president, the secretary, the treasurer; as well as any other officers whose title and responsibilities have been established by resolution of the Board of Directors.

“Participant” means the representative of the member of the Corporation duly allowed to participate in members’ meetings, and meetings of the Board of Directors, without the right vote.

“Simple majority” means fifty per cent plus one of the votes expressed at the meeting;

## 1.2 Interpretation Rules

Words importing the singular number include the plural and vice-versa; words importing the gender include the masculine, feminine and neuter genders;

## 1.3 Sections and other headings

The sections and other headings contained in the by-laws are for purpose of reference only and shall not affect the meaning or interpretation of the by-laws.

## 2.0. Head Office

### 2.1 Location

The head office of the QCGN shall be situated in Quebec City, in the Province of Quebec, Canada.

### 2.2 Other offices

The Corporation may establish such other offices and agencies elsewhere as the Board of Directors may deem expedient by resolution.

## 3.0 Seal

### 3.1 Form

The form of the seal of the Corporation shall be determined by the Board of Directors. It is not necessary for the Corporation to have a seal and, unless required by the Act, under no circumstances a document of the

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Corporation will be invalid if the seal is not affixed on it. The seal shall be kept at the Corporation's head office.

### 3.2 Use of the seal

The use of the seal on a document of the Corporation must be authorized by one of the following persons:

- a) the president
- b) the vice-president
- c) the secretary
- d) the treasurer
- e) any other agent appointed by the directors

## 4.0 **MEMBERSHIP**

The members of the Network shall consist of groups, networks, associations, federations or organizations which receive program funding from the Department under the Official Languages Support Program; have signaled their intention in writing to sign the CCA, according to section 10.8 and 10.10 of the CCA, abide by the by-laws, accept the mission and mandate and are committed to furthering the objectives of the Corporation. Members must abide by the Corporation's Constitution.

### 4.1 Membership fees and dues

There shall be no membership fees or dues unless otherwise directed by the Board of Directors;

### 4.2 Withdrawal

Any member may withdraw from the Corporation according to Section 10.9 of the CCA and by delivering a written resignation to the President of the Corporation;

### 4.3 Suspension of membership and privileges

If a member does not fulfil its obligations or commits an act considered to be harmful, unworthy or contrary to the interests and activities of the Corporation, the Board of Directors may upon thirty (30) days notice and after giving the member an opportunity to be heard, pass a resolution authorizing the suspension and mechanism for re-instatement of the member and revocation of privileges as a member of the Corporation. This resolution will require a vote of two thirds of the full membership of the

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Corporation present at a special meeting of the Members called for that purpose.

## **5.0 MEMBERS' MEETINGS**

### **5.1 Place**

The members' meetings, annual or special shall be held at the head office of the Corporation or at any other place, as the Board of Directors may determine.

### **5.2 Annual meeting**

The Annual General Meeting of the Corporation shall be held within ninety (90) days of the end of the previous fiscal year of the Corporation anywhere in the Province of Quebec for the purpose of receiving the Annual report of the Directors, receiving the Annual Financial Statements and Auditors' Report, electing the President and the Executive, appointing the Auditors, approving the acts and resolutions of the Board of Directors since the last Annual Meeting and to transact the general business of the Corporation.

### **5.3 Special Meeting**

Special meetings of the Members shall be held at any place determined by the Board of Directors or by the persons who called those meetings. The president of the Corporation shall call such meetings when they are needed for the good administration of the Corporation. However, the Board of Directors shall call a special meeting of the members upon a written request signed by at least one quarter of the active members, within ten (10) days following the reception of such written request. If the Board of Directors fails to call such meeting within that delay, such meeting may be called by the active members who signed the written request. The request must state in general terms the business which is to be transacted thereat.

### **5.4 Notices**

Fourteen (14) days' written notice of any annual or special general meeting of members shall be given to each member. All notices shall be sent by regular or electronic mail to the last known address of each member appearing in the books. If the address of any member does not appear in the books of the Corporation, the notice may be sent to the address where, at the sender's judgment, it is most likely to be received by the member.



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5.5 Content of the notice

Notice of meeting of any annual or special meeting shall specify the date, time and place of the meeting. In addition, a notice of any special meeting shall state the business which is to be transacted thereat.

5.6 Waiver of notice

A meeting may validly be held at any time and for any reason without the previous notice required by the Act or the by-laws if all the members are present or if the absent members consent to the holding of the meeting without notice. Moreover, attendance by any such member at a members' meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.7 Irregularities

Irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any meeting to a member, or the non-receipt of any notice by any members shall not invalidate any action or decision taken by or at any meeting.

5.8 Quorum

The members present shall constitute a quorum for the transaction of business at any meeting.

5.10 Right to vote

At any meeting of members, each member present shall be entitled to one (1) vote. Any question, except those defined in articles 4.3 & 6.5 shall be determined by a simple majority of votes by a show of hands, or coloured cards, unless the members present accept a motion requesting a secret ballot. The voting right of the members cannot be exercised by proxy.

5.11 Adjournment

The Chairman of a meeting may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment needs to be done. Any business may be brought before or dealt with any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.12 Casting vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to an additional or casting vote.

5.13 Proceedings

The chairman of the meeting sees to the unfolding of the meetings and in general, conducts the procedures in all respects.

**6.0 THE DIRECTORS**

The property and business of the Quebec Community Groups Network shall be managed by the Board of Directors consisting of one (1) director to represent each member: Members which have designated a Director shall be at all times in good standing, according to the provisions of section 4.0.

Each member shall, by resolution of the Board of Directors, designate a Director to the Board of Directors. This resolution shall be submitted in writing to the President, at the head office of the Corporation, within sixty (60) days after the Annual Meeting of the Corporation.

Each member in good standing shall also designate, by resolution of its Board of Directors, one alternate Director who shall substitute, with full voting privileges, for the active Director. The resolution shall be submitted, in writing, within sixty (60) days after the QCGN Annual Meeting. Notice of the substitution shall be given to the President before the start of meeting of the Board of Directors.

6.1 Qualification

The directors coming to the end of their term shall be eligible for reappointment. The directors shall be individuals, no less than eighteen (18) years of age and shall be entitled by the law to contract. Members which have designated or appointed a person acting as director shall be at all times in good standing with the Corporation.

Any director shall immediately cease to be qualified as a director if :

- a) he becomes bankrupt or suspends payment with his creditors or makes an authorized assignment or is declared insolvent;

- b) he is found to be a mentally incompetent person or becomes of unsound mind or if he becomes a person of full age under tutorship or curatorship;
- c) he dies;
- d) he is prohibited by the court from holding such office;
- e) he resigns his office of director;
- f) he is removed by resolution of the member entitled to elect or appoint him;
- g) the member to whom he belongs, if the case arises, ceases to be a member in good standing with the Corporation.

#### 6.2 Term

Each director shall hold office for a term of two (2) years, or until appointment of his successor, if any, the latest of these two dates prevailing as to the expiration of his term, or until he resigns or his office becomes vacant by death, removal or other cause.

#### 6.3 Vacancies

Any vacancy occurring in the Board of Directors may be filled, for the remaining of the term, by the member who is qualified according to section 4 and empowered to designate him, so long as there is a quorum of directors.

#### 6.4 Resignation

Any director may resign by delivering a written resignation to the head office of the Corporation. Such resignation becomes effective at the date of its forwarding or any other ulterior date specified by the resigning director.

#### 6.5 Removal

Any director may be removed before the expiration of his term, with or without cause, by the member empowered to elect him. Notification of the removal shall be submitted in writing to the President of the Corporation.

The Board of Directors may, by resolution, remove any Director from the Board of Directors. This resolution will require a vote of two thirds of the full membership of the Corporation present at a special meeting of the members called for that purpose.

6.6 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such a position. However, the directors shall be entitled to be reimbursed for traveling and other reasonable expenses properly incurred by them in attending meetings of the Board of Directors or any committee thereof or otherwise incurred by them in the performance of their duties. Reimbursement will be according to the QCGN Travel Policy and Guidelines in force at the time of the meeting.

6.7 Conflict of interest

No director may mingle the property of the Corporation with his own property nor may he use for his own profit or that of a third person any property of the Corporation or any information he obtains by reason of his duties, unless he is authorized to do so by the members of the Corporation. A director shall avoid placing himself in any situation where his personal interest would be in conflict with his obligations as a director. A director shall declare to the Corporation any interest he has in an enterprise or association that may place him in a situation of conflict of interest and of any right he may set up against it, indicating their nature and value, where applicable. The declaration of interest is recorded in the minutes of the proceedings of the Board of Directors or the equivalent. However, a director may, even in carrying on his duties, acquire, directly or indirectly, rights in the property under his administration or enter into contracts with the Corporation, in which case he shall immediately inform the Corporation of any acquisition or contract above-described, indicating the nature and value of the rights he is acquiring, and request that the fact be recorded in the minutes of proceedings of the Board of Directors or the equivalent. In such context, the administrator shall abstain, except if required, from the discussion and voting on the question; this rule does not, however, apply to matters concerning the remuneration or conditions of employment of the director.

6.8 Limitation of liability and indemnity

Within the limits of the Act, the Corporation shall indemnify a director or officer, or former director or officer, or a person who acts or has acted at the Corporation's request as a director or officer of a body corporate, of which the Corporation was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of action or proceeding to which is made a party by reason of being or having been a director or officer of the Corporation, or such body corporate, if the Corporation has reasonable grounds for believing that his conduct was lawful. Without restricting the generality of

the foregoing, the directors are hereby authorized, without consent or confirmation from the members, to indemnify any director or other person who has incurred or is about to incur his liability in respect of the affairs of the Corporation, and has warranted payment by mortgage or otherwise, the payment of any loss which the director could sustain due to his commitment.

## **7.0 POWERS OF THE BOARD OF DIRECTORS**

### **7.1 General powers**

The directors may exercise all such powers of the Corporation as are required by these by-laws to be exercised by the members at a general meeting.

### **7.2 Expenditures**

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officer of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

## **8.0 MEETINGS OF THE BOARD OF DIRECTORS**

### **8.1 Calling of the Meeting**

The president or the secretary shall have the power, as often as necessary, but at least twice a year, on instructions of the president or on written request of five (5) directors to that effect, to call a meeting of the Board of Directors.

### **8.2 Notice of meetings**

The notice of meeting shall mention the date, time and place of the meeting. If all the directors are present or if the absents have waived notice in writing, the meeting can be held without prior notice of meeting. The meeting of the Board of Directors held immediately after the annual meeting of the members may be held without prior notice of meeting. The presence of a director to a meeting covers the lack of notice to that director except where such director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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8.3 Place

The meetings of the Board of Directors shall be held at the Corporation's head office or at any place as determined by the directors.

8.4 Quorum

The majority of directors in office shall constitute a quorum for meetings of directors. The said quorum of directors shall be present during the whole meeting.

8.5 Vote

Each director is authorized to exercise one (1) vote. At all meetings of the Board of Directors, decisions of the membership, except those defined in articles 4.3 & 6.5 shall be decided by a simple majority of the votes, by a show of hands, or coloured cards, unless the membership accepts a motion requesting a secret ballot.. The voting right of the directors cannot be exercised by proxy.

8.6 Meeting by telephone or other electronic means

The directors may, if all the directors consent, participate in a meeting of the Board of Directors by telephone or other electronic means so as to permit all persons participating in the meeting to hear each other. They are then deemed to be present at the meeting.

8.7 Resolution in writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors.

8.8 Casting vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to an additional or casting vote.

8.9 Proceedings

The Chairman of the meeting sees to the unfolding of the meetings and in general, conducts the procedures in all respects.

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8.10 Participant

Each member is allowed to send one (1) Participant to all meetings of the Directors.

8.11 Remuneration

The participant shall serve as such without remuneration and no participant shall directly or indirectly receive any profit from such a position. However, the participants shall be entitled to be reimbursed for traveling and other reasonable expenses properly incurred by them in attending meetings of the Board of Directors or any committee thereof or otherwise incurred by them in the performance of their duties. Reimbursement will be according to the QCGN Travel Policy and Guidelines in force at the time of the meeting.

**9.0 OFFICERS**

9.1 Officers

The officers of the Corporation are as follows: president, vice-president, secretary, treasurer, as well as any other officers whose title and responsibilities have been established by resolution of the Board of Directors. Any one person may occupy several positions. The Executive Director is a member of the Executive Committee without the right to vote.

9.2 Election

The President is elected by the members present at the Annual General Meeting.

The members of the Executive are elected as individuals and not representatives of their respective organizations.

The President of the Corporation, will also act as Chair of the Executive. After being elected by the members of the Corporation, the members of the Executive will elect from amongst its members a Vice-president and a Treasurer and Secretary.

9.3 Term of office

The term of office of an officer shall be from the date on which he is elected until the time of his replacement. Where for any reason a position on the Executive becomes vacant during the term elected thereto, the Executive may appoint the representative of another member to that position for the remainder of that term.

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9.4 Resignation

Any officer may resign by advising the President of the corporation of his resignation, in writing. Such resignation becomes effective at the date of its forwarding or any other ulterior date specified by the resigning officer.

9.5 Removal

Subject to any agreement that may exist between an officer and the Corporation, all officers of the Corporation shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

9.6 Powers

The directors shall determine the powers of the officers of the Corporation. They may delegate all their powers to the officers, except those that they must exercise themselves according to the Act and the by-laws.

9.7 President

The President is the Chief Executive Officer of the Corporation, shall preside at all meetings of the Corporation and of the Executive, and shall have the general and active management of the business of the Corporation. He shall ensure that the decisions of the Board of Directors are carried into effect, and shall see that all the provisions of the by-laws and policy and procedure are observed, and shall complete any tasks which may from time to time be required of him by the members of the Corporation.

This includes:

- acting as the primary point of contact with the Government departments and agencies and other institutions
- acting as the representative for the Corporation and the Executive Committee, as designated
- ensuring proper communications between the members of the Corporation and the Executive Committee
- carrying out the functions of co-chair of the Joint Committee

The President may delegate these duties as necessary:

9.8 Vice- President

The Vice-President shall assist the President and, in his absence, shall assume the duties and exercise the authority of the President, and carry out as well, such further and specific duties as assigned by the members



of the Corporation.

9.9 Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Corporation and in such banks or other depositories as may be designated by the Board of Directors from time to time. He shall perform such other duties as may be required by the Board of Directors.

9.10 Secretary

The Secretary is responsible for the accurate record of all votes and minutes of the Corporation meetings, in the books to be kept for that purpose.

**10.0 COMMITTEES**

10.1 Executive Committee

The Executive shall consist of not fewer than three (3) members, including President, Vice-President, Treasurer, Secretary and a Member-at-large and may exercise all the powers of the Board of Directors, subject to any restrictions contained in the by-laws or any rules adopted from time to time by the members.

10.2 Other committees of the Board of Directors

The Board of Directors may appoint one or more other committees for any consulting or other similar purposes that it may determine from time to time, it being understood, however, that the Board of Directors may not delegate to any such committee any of the powers of the Board of Directors.,

10.3 Notice of meetings

Notice of the time and place of each meeting of the executive committee or other committee of the Board of Directors shall be given in the manner provided in section 8.2 to each committee member not less than seven (7) days if given directly to each committee member and not less than fourteen (14) days if sent by regular or electronic mail before the date of the meeting.

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#### 10.4 Resignation

Any member of the executive committee or other committee of the Board of Directors may resign by delivering a written resignation to the head office of the Corporation. Such resignation becomes effective at the date of its forwarding or any other ulterior date specified by the resigning committee member.

#### 10.5 Removal

The Board of Directors may, by resolution, remove any member of the executive committee or other committee of the Board of Directors and may fill the vacancy created by such removal.

#### 10.6 Remuneration

Executive committee members and members of other committees shall serve as such without remuneration. However, the committee members shall be entitled to be reimbursed for traveling and other reasonable expenses properly incurred by them in attending meetings or otherwise incurred by them in the performance of their duties. Reimbursement will be according to the QCGN Travel Policy and Guidelines in force at the time of the meeting.

#### 10.7 Action by committees

The powers of the executive committee or of any other committee of the Board of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees shall be held at the Corporation's head office or at any place as determined by the directors.

#### 10.8 Advisory bodies

The Board of Directors may from time to time appoint such advisory bodies as it may deem advisable.

#### 10.9 Procedure

Unless otherwise determined by the Board of Directors, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

## **11.0 SECRETARIAT**

The Secretariat will ensure the proper functioning and administration of the Corporation, the Executive Committee, other committees or advisory bodies.

### **11.1 Executive-Director**

The Executive Director shall assist in the smooth functioning of the Corporation and assist the Executive committee and all other committees or advisory bodies to carry out its duties and responsibilities.

The Executive Director is an ex-officio, non-voting member of the Corporation and the Executive and all other working groups or committees.

## **12.0 FISCAL YEAR**

12.1 The financial year of the Corporation shall end at a date to be determined, from time to time, by resolution of the Board of Directors.

## **13.0 AUDITORS**

13.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## **14.0 BANKING ARRANGEMENTS**

14.1 The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with banks, trust companies or any financial institutions designated by the Board of Directors. All cheques, bank notes and other banking instruments of the Corporation shall be signed by the persons designated, from time to time, for that purpose, by the Board of Directors.

**15.0 RULES AND REGULATIONS**

- 15.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation, as it deems expedient, provided that such rules and regulations may be modified or deleted by the members at the next general meeting of the members of the Corporation.

**16.0 SIGNATURE AND CERTIFICATION OF DOCUMENTS**

- 16.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the president or any two directors and shall be binding upon the Corporation without any further authorization or formality. The directors shall have the power to appoint from time to time, by resolution, an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing.

**17.0 REPEAL, RE-ENACTMENT AND MODIFICATION OF BY-LAWS**

- 17.1 The directors may repeal, amend or re-enact the by-laws, but every such by-laws (except by-laws made respecting the appointment, functions, duties, and removal of all officers, agents and employees of the Corporation, the security to be given by them to the Corporation, and their remuneration) and every repeal, amendment and re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, shall take effect only until the next annual general meeting of the members, and, in default of confirmation thereat, shall, at and from that time only, cease to be in force. Notice of motion to repeal, re-enact and/or modify by-laws shall be given 30 (thirty) days prior to the meeting.

**18.0 INSURANCE**

Subject to any restrictions that the Board may determine, the President of the Corporation shall purchase and maintain an insurance for the benefit of the Board of Directors and management personnel of the Corporation against any liability, costs, charges and expenses.

The foregoing is the complete text of the general by-laws of the Corporation (By-Law No. 1) as adopted on the 4th day of June 2002 and

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confirmed on the \_\_\_\_\_ by the members of the Corporation, and  
as amended by By-Law ##### adopted on the ■ day of ■, by the Board of  
Directors and confirmed on the ■ day of ■, #####.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY

## **Identité principale**

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**De :** "Wallace Cash"  
**À :** <hookd@qcgnc.ca>  
**Cc :** <dsirois@aq.qc.ca>  
**Envoyé :** June 28, 2002 5:07 PM  
**Objet :** QCGN By-laws proposal  
June 28, 2002

Via e-mail

Ms. Deborah Hook  
Executive Director  
Quebec Community Group Network

Dear Ms. Hook,

Alliance Quebec believes that the proposed by-laws for the QCGN raise a number of fundamental questions, most notably with regard to the articles of incorporation of the Quebec Community Groups Network and the terms of the Canada Community Agreement (Framework Agreement), both of which are currently in force.

As such, we propose a full and open discussion of the proposed by-laws at the next meeting of the QCGN. We also believe that, at a minimum, no such changes to the by-laws be made before the expiration of the current Canada-Community Agreement (Framework Agreement).

We will forward more detailed concerns immediately following the next meeting of the Board of Directors of Alliance Quebec

Yours truly,

Ted Cash  
Director of Community Outreach  
Alliance Quebec

cc/... All QCGN members

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**SAMPLE OF GENERAL BY-LAWS**

**PROVINCIAL CORPORATION**

**SHORT FORM**

**TAKEN FROM**

**Non-Profit Corporations**  
**In Quebec**

**By Paul Martel**

**Editions Wilson & Lafleur**  
**Martel Ltee**

1997 Edition

FORM F-10

**GENERAL BY-LAWS –  
PROVINCIAL CORPORATION –  
SHORT FORM**

**BY-LAW NO.1**

(Concerning general by-laws)

**HEAD OFFICE AND SEAL ✓**

1. **Head Office.** The head office of the Corporation –  
..... (henceforth to be called <the corporation>) will be established in  
the town of ....., at number.....of.....  
street or at any other location in the town of ..... which may be  
determined by the board of directors of the corporation at any other time.

2. **Seal.** The seal of the corporation, which is to be chosen by the  
board of directors, may not be used without the approval of the president or  
secretary.

**MEMBERS**

3. **Categories.** The membership of the corporation is comprised of  
three categories: active members, associate members and honorary members.

4. **Active Members.** An active member of the corporation is  
considered anyone interested in the goals and activities of the corporation while  
conforming to the admission requirements established at anytime by resolution  
by the board of directors, and to whom the board of directors, upon receiving an  
application, has awarded the status of active member. Active members have the  
right to participate in all corporation activities, to receive notification of all  
meetings of the membership, to attend and vote at these meetings. They are  
also eligible to become directors on the board of the corporation.

An active member benefiting from this status due to his/her  
designation as representative of an associate member, is automatically  
disqualified as an active member upon:

- a) his/her dismissal by the designating associate member, or
- b) the withdrawal or removal of the designating associate member.



5. **Associate Members.** An associate member of the corporation is any corporation, association or person interested in the goals and activities of the corporation while conforming to the admission requirements established at anytime by resolution of the board of directors, and to whom the board of directors, upon receiving an application, has awarded the status of associate member. Associate members do not have the right to participate in general meetings; however, by sending a letter of credentials to the secretary of the corporation, they may designate a representative who then automatically gains the status of an active member of the corporation and with this title, enjoys all the rights and privileges granted to an active member of the corporation by the current by-laws, including the right to participate and vote at meetings and to become a director of the corporation.

An associate member may, at any time, relieve its representative of his/her duties by notifying the member and the secretary of the corporation in writing, and may replace the representative with another person, by submitting the proper letter of credentials to the secretary of the corporation.

6. **Honorary Members.** The board of directors may pass a resolution naming an honorary member to the corporation. This should be someone who has been of service to the corporation through his/her work or contributions, or who has demonstrated support for the goals of the corporation.

Honorary members may participate in the activities of the corporation and in its meetings, however they do not have the right to vote at these meetings. They are not eligible to become directors of the corporation and they are not obliged to pay dues or fees to the corporation.

7. **Membership Dues.** The board of directors may pass a resolution fixing the rate of annual membership dues for active and associate members of the corporation, as well as the date by which the payment must be made. An active member benefiting from this status due to his/her designation as representative of an associate member, is not required to pay these dues. Membership dues are not reimbursable when an active or associate member is removed, suspended or withdraws as an active or associate member. Any member in default of payment of the dues within one month of the due date may be removed from the membership list by a resolution from the board of directors after written notification of ten (10) days.

8. **Withdrawal.** Any member may withdraw his/her membership at any time by notifying the corporation secretary. In the case of an active member who has been designated by an associate member, the associate member must also be notified of the active member's withdrawal.

9. **Suspension or Removal.** The board of directors may, by passing a resolution, suspend for a determined period of time, or completely remove any member neglecting to pay the required membership dues, or committing an act which is considered shameful, or contrary or harmful to the goals pursued by the corporation. The board of directors' decision, as such, will be final and without appeal, and the board of directors is authorized to adopt and carry out the procedures in this regard, which it may determine from time to time without having to conform to the rules of natural law.

### MEMBERS' MEETINGS

10. **Annual General Meeting.** The annual general meeting of the corporation will take place each year on the date that the board of directors decides; whenever possible, this date should be within ninety (90) days following the end of the financial year of the corporation. The annual general meeting will be held at the head office of the corporation or at any other location decided upon by the board of directors.

11. **Special General Meeting.** Special general meetings will be held at a location decided upon by the board of directors or by the person or persons who convene the meeting. It is the responsibility of the president or of the board of directors to convene these meetings whenever it is judged necessary for the proper administration of the corporation. It is also the responsibility of the board of directors to convene a special general meeting within 10 days of having received a written request signed by at least one tenth (1/10) of the active members, which must state the goal and purpose of this special general meeting. In the case where a meeting is not convened by the board of directors within the stipulated period, the signatories of the written request may convene the meeting themselves.

12. **Notice of Meeting.** The notice for all general meetings must be given in writing and sent to each member entitled to attend at his/her last known address. The notice for a special general meeting should specify the date, time and place of the meeting as well as the item(s) to be discussed; only these items may be discussed. However, a meeting may be held without advance notice if all the active members are present or if those absent have given their consent for this meeting. The attendance of a member at a meeting over-rides any failure to notify the member. In the case of an accidental omission to send notification of a meeting to one or several members or, of a notice not being received by any person, this will not be considered cause to nullify the resolutions passed at that meeting. The notification period for general meetings is at least ten (10) full days.

13. **Quorum.** The active members present make up the quorum for any general meeting.

14. **Voting.** At a general meeting each active member has the right to one vote. Voting by proxy is not permitted. In the case of a tie vote the chairperson may (or may not) cast the deciding vote. Voting will be done by

show of hands unless three (3) of the members present ask for a secret ballot. In this case the chair of the meeting must name two (2) scrutineers (who may or may not be active members of the corporation) whose responsibility it is to distribute and collect ballots, compile the results of the vote and relay them to the chair. Except where otherwise stipulated in law or in these by-laws, all motions presented at meetings will be decided by a simple majority (50% + 1) of votes cast.

15. **Chair and Secretary of Meetings.** General meetings will be presided over by the president of the corporation. The secretary of the corporation will act as secretary of meetings. In their absence members will chose from amongst their ranks a chairperson and/or secretary for that meeting.

16. **Procedures.** The chairperson must ensure the smooth running of the meeting and be responsible for all matters of internal procedure.

### BOARD OF DIRECTORS ✓

17. **Number of Directors.** The corporation will be administered by a board of directors composed of three(3) members.

(or)<sup>1</sup> 17. **Number of Directors.** The corporation will be administered by a board of directors initially composed of the provisional directors designated in the letters of patent and, following their election at the first general meeting, will be composed of ..... (.....) members.

18. **Length of Office.** Each director takes office at the end of the meeting at which he/she has been nominated or elected. The office is held until the next annual general meeting or until a successor has been nominated or elected.

19. **Eligibility.** Only active members in good standing with the corporation are eligible to become directors. Directors at the end of their term of office are re-eligible.

20. **Elections.** Directors are elected annually at the annual general meeting. Where there are no more candidates than the number of directors required, these directors will take their position by acclamation; where there are more candidates than the number of directors required, an election will be held and determined by a simple majority of a secret ballot vote.

21. **Vacancies.** Any director's position which has been declared vacant

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1. When the number of provisional directors is less than the number of directors proposed in the letters of patent (form F – 6 {A} ). Also see article 28 of this form.

may be filled by a resolution of the board of directors; the successor's term of office, however, will only be for the remainder of the term of his/her predecessor.

22. **Withdrawal of a Director.** The office and responsibilities of a director will be withdrawn from any director who:

- a) submits a letter of resignation to the board of directors;
- b) dies, becomes insolvent or is prohibited;
- c) no longer fulfills the requirements of membership; or
- d) is relieved of his/her office by a 2/3 vote of active members at a special general meeting specifically called for this purpose.

23. **Remuneration.** Directors will not be remunerated for their services.

24. **Compensation.** All directors, their heirs and eligible parties, when and where necessary, will be compensated and covered by corporation funds:

- a) for all costs, charges and expenses which said director must bear due to a lawsuit or proceedings taken against him/her with respect to or because of actions taken, carried out or permitted by him/her in the discharge or fulfillment of duties, and
- b) for all other costs, charges and expenses which he/she incurs or is subject to while carrying out or attending to corporation or related business, with the exception of those resulting from negligence or intentional omission on the part of the director.

## MEETINGS OF THE BOARD OF DIRECTORS

25. **Date.** The board of directors will meet as often as necessary, with a minimum of three (3) meetings per year.

26. **Convocation and Location of Meetings.** The meetings of the board of directors will be convened by the secretary or the president, either at the request of the president or at the written request of at least two (2) directors. The meetings of the board of directors will be held at the head office of the corporation or at any other location decided upon by the president or board of directors.

27. **Notice of Meetings.** All board of directors' meetings must be convened by a written notice sent to each director at his /her last known address. This notice may also be sent by telegram, fax or by telephone. At least one (1) full days notice must be given. If all directors are present or those absent have given written permission, a board meeting may be held without advance

notice. The board of directors meeting held immediately after the annual general meeting may also be held without advance notice. The attendance of a director at a meeting over-rules any failure to notify the director.

28. **Quorum and Voting.** The quorum for a board of directors meeting is two (2) directors. Motions are decided by majority vote. The chairperson does **not** have the deciding vote if a vote results in a tie.  
(or)<sup>1</sup>

28. **Quorum and Voting.** . The quorum for a board of directors' meeting is initially two (2) directors. This number will automatically be increased to ..... (.....) directors after the date of the first election of directors by the membership. Motions are decided by majority vote. The chairperson does **not** have the deciding vote if a vote results in a tie.

29. **Chairperson and Secretary of Meetings.** The president of the corporation will chair the meetings of the board of directors. The secretary of the corporation will act as secretary for these meetings. When they are unable to act in these capacities, the board of directors shall appoint from amongst its members a replacement(s) for the chairperson and/or secretary.

30. **Procedures.** The chairperson will ensure the smooth running of the meeting and be responsible for all matters of internal procedure.

31. **Signed Resolution.** A resolution signed by all members of the board of directors is valid and equivalent to one adopted at a meeting of the board of directors duly convened and held. This resolution should be entered into the corporation's minutes book under the date it was made, just as regular minutes are entered.

32. **Participation by Telephone.** If all are in agreement, directors may participate in a board of directors meeting conducted such that all the participants can communicate orally, notably by telephone. They will therefore be considered to have participated in the said meeting.

33. **Minutes.** Members of the corporation may not have access to the minutes and resolutions of the board of directors; however, they may be consulted by the directors of the corporation.

## OFFICERS

34. **Designation.** Officers of the corporation are as follows: president, secretary, treasurer, as well as any other officer whose title and responsibilities have been established by resolution of the board of directors. Any one person may occupy several positions .

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<sup>1</sup> If the number of provisional directors is less than the number of directors specified in the letters of patent. See article 17 of this form.

35. **Election.** The board of directors must elect or name the officers of the corporation at its first meeting after the annual general meeting, and thereafter whenever the need arises. The president must be chosen from amongst the directors, but such will not necessarily be the case for the other officers.

35. **Remuneration.** Officers of the corporation will not receive any remuneration for their services.

36. **Delegation of Responsibility.** The board of directors may delegate the responsibilities of one officer to another officer or director in the case of an officer of the corporation being absent or incapacitated or for any other reason the board deems sufficient.

37. **President.** The president is the chief executive officer of the corporation. He/she will chair the meetings of the members and of the board of directors. He/she will ensure that the decisions of the board of directors are carried out, will sign any documents requiring his/her signature and will complete any tasks which may from time to time be required of her/him by the board.

38. **Secretary.** The secretary will attend the meetings of the members and of the board of directors and will write up the minutes. He/she will fulfill any other functions which are attributed to him/her in these by-laws or by the board of directors. He/she is responsible for the seal of the corporation, the minutes book and for all other registers of the corporation.

39. **Treasurer.** The treasurer is responsible for the funds and account books of the corporation. He/she must keep, in a designated book, a precise record of assets and liabilities as well as of all income and expenses of the corporation. He/she must deposit all corporation monies in a financial institution chosen by the board of directors.

40. **Resignation and Dismissal.** Any officer may resign by submitting his/her resignation in writing to the chairperson or secretary or at a board of directors meeting. Except where otherwise stipulated in writing, an officer may be dismissed with or without cause, by resolution from the board of directors.

41. **Vacancies.** If the position of one of the officers of the corporation becomes vacant due to death, resignation or for any other cause, the board of directors may, by resolution, elect or name another qualified person to fill this vacancy, and this person will remain in office for the remainder of the term of the officer he/she is replacing.

**FINANCIAL ARRANGEMENTS**

42. **Financial Year.** The fiscal year of the corporation ends each year on ....., or on any other date the board of directors otherwise wishes to establish.

43. **Auditing.** The books and financial statements of the corporation must be audited as soon as possible at the end of each fiscal year by an auditor who has been named for this task at the annual general meeting.

**BANKING EFFECTS AND CONTRACTS**

44. **Banking Effects.** All checks, banknotes and other banking effects of the corporation must be signed by the persons who, from time to time, have been designated for this purpose by the board of directors.

45. **Contracts.** Contracts and other documents requiring the signature of the corporation must first be approved by the board of directors and, after this approval, must be signed by the president and the secretary or the treasurer, or by any other officer or person designated by the board of directors for the purposes of a contract or particular document.

**MODIFICATIONS TO THE BY-LAWS**

46. **Modifications.** The board of directors has the power to repeal or modify any dispositions contained in the present by-laws; however, any repeal or modification will only take effect once ratified at a special general meeting, and this only until the changes have again been ratified at the next annual general meeting. If the changes are not ratified by a simple majority of votes at this annual general meeting, then they will cease to be in effect from that day forward.

Adopted this.....day of ....., 19.....  
Ratified this .....day of ....., 19.....

.....  
President

.....  
Secretary

**Deborah Hook**

**From:** "Karl Mckay" <mak@duclos.net>  
**To:** "Deborah Hook" <deb@qcgnc.ca>  
**Sent:** 13 avril 2003 18:26  
**Subject:** Fw: comments By-Laws and job discription

----- Original Message -----

**From:** Karl Mckay  
**To:** Martin Murphy  
**Cc:** Helen Walling ; Hugh Maynard ; Julie Coulson Fine  
**Sent:** Sunday, April 13, 2003 7:25 PM  
**Subject:** comments By-Laws and job discription

Hi Martin

I have been looking over the documents of By-laws, DRAFT Procedures and Policies and the Exec.Dir. Job Discription as promised and have a few comments.

By-laws:

5.8 Quorum - members present constitutes a Quorum. This article is not complementary to a inclusive orientation of the QCGN.

*legal way of saying it - nothing to do with:*

6.0 Directors -This article seems inversed to logic, if members groups submit in writing their choice of directors after the AGM then it is possible that any person elected at a AGM for the exe. committee may not be present at meetings if their sponsoring members group does not reappoint them to the Board of Directors. *yes - but normally assoc. happy their person on Exec. If powers taken away - then probably for a reason*

6.2 Term - if a director shall hold office for a term of two years then it is unnecessary for the members groups to appoint by resolution that same person each year but rather at the end of two years or if replacing their delegate.

*Give  
Coulson  
to Assoc.*

*2 yrs or 1 yr - depends on job done*

10.0 Committees - In this chapter there is no discription of the process that elects an executive committee *election of officers*

10.1 Executive Committee - it states that the exec. committee shall consist of not fewer than 3 persons . I feel this should be alined with the current executive of 5 members and ex. officio-Exec. Dir.

**Job Discription / DRAFT Policies and Procedures**

Martin I think that ever organisation must have a knowledgable President, however volunteers in a organisation like the QCGN come and go, therefore it is important to build the stability of the organisation around a competent Exec. Director, who hopefully will be there for a number of years. In my corporate experience it is the Exe. Director's job to know everything about the organisation. Therefore, it can be beneficial that the Exec. Director have the freedom to speak to the media, providing it is completely inline with QCGN policy. On that note I do not agree fully with DRAFT QCGN Policies and Procedures # 10. Communications.

If the media questions undeveloped policy I agree it should be the President, however many of the tasks outlined in the job discription require discretion of our Exec. Director and I believe we must allow her to carry out her job effectively. I also believe policy must be in place to avoid any friction between a President and the Executive Director.

**Exec. Dir. Job Discription**

The reporting relationships - in this section it states that "the President of the QCGN, who is the sole supervisor" I suggest that this be modified that the President of the QCGN , who is the immediate supervisor

Karl



## QUEBEC COMMUNITY GROUPS NETWORK

### BY-LAWS

#### CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation (seal need not be imprinted until after incorporation).

#### HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ste-Anne-de-Bellevue, in the Province of Quebec.

#### CONDITIONS OF MEMBERSHIP

3. An organization is eligible to become a member upon approval of program funding from the Department Of Canadian Heritage and as a signatory to the Framework Agreement between the QCGN and the Department.

4. Any organization receiving program funding from the Department will have six (6) months from approval of program funding to signal its application, in writing, to join the corporation with its membership, becoming effective on April 1 of the following year.

5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation at the end of any fiscal year, provided that written notice is given at least twelve months before such termination.

#### MEMBERS' MEETINGS

6. The annual or any other general meeting of the members shall be held within 90 days after the end of the corporation's fiscal year, at a location to be determined by the Board of Directors.

7. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than twenty-five percent of the voting rights. Two-thirds (2/3) of members present in person at a meeting will constitute a quorum.

8. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.

9. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

10. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

## **BOARD OF DIRECTORS**

11. The property and business of the corporation shall be managed by a board of directors, comprised of five directors, or as determined in the Framework Agreement between the QCGN and the Department. Directors must be individuals, 18 years of age, with power under law to contract.

12. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the first annual general meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

13. Directors shall be elected for a term of one year by the members at an annual meeting of members.

14. The office of director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by 2/3 of the members present at the meeting that he be removed from office;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

15. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.

16. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

## **POWERS OF DIRECTORS**

17. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

18. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a) to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

19. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

20. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

21. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

#### **DIRECTORS' MEETINGS**

22. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

23. A majority of directors in office, from time to time, but no less than three directors, shall constitute a quorum for meetings of the board of directors provided either the Chairperson or Vice-chairperson is present. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

24. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of 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 liability;

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### **OFFICERS**

25. The officers of the corporation shall be a president, vice-president, secretary, treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person.

26. The president shall be elected at an annual meeting of members. Officers other than president of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

27. The officers of the corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

#### **DUTIES OF OFFICERS**

28. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

29. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

30. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

31. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

32. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### **COMMITTEES**

33. The board of directors may appoint committees whose 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.

#### **EXECUTION OF DOCUMENTS**

34. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

#### **MINUTES OF BOARD OF DIRECTORS**

35. The minutes of the board of directors shall be available to the general membership of the corporation each of whom shall receive a copy of such minutes.

#### **FINANCIAL YEAR**

36. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be March 31st.

#### **AMENDMENT OF BY-LAWS**

37. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **AUDITORS**

38. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

#### **BOOKS AND RECORDS**

39. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

#### **RULES AND REGULATIONS**

40. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

#### **INTERPRETATION**

41. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.