



# Centre for Community Organizations (COCo) General Bylaws

Adopted March 23, 2016

## SECTION 1- DEFINITIONS

The following terms, defined here, appear throughout the present bylaws:

**Corporation/organization:** Centre des organismes communautaires / Centre for Community Organizations.

**Law:** the third part of the Companies Act LRQ, Chapter C38, last amendment April 15th, 1990.

**Charter:** Lettres patentes, their objects and their conditions.

**Board:** the Board of Directors elected by the Members.

**Bylaws:** the present General Bylaws of the corporation.

**Members:** the term 'Members' signifies all people recognized as such by the present Bylaws.

## SECTION 2- THE CORPORATION

### 2.1 Incorporation

The present Corporation has been incorporated according to the Companies Act of Quebec (as a non-profit organization) registered November 17, 1999 in the province of Quebec under the registration number 1148953509.

### 2.2 Name

The name of the Corporation is: Centre des organismes communautaires  
And its English version: Centre for Community Organizations or 'COCo' (as per the 'Déclaration initiale' dated Jan. 14,2000).

### 2.3. Head Office

The Head Office of the Corporation is the location as designated by the Board.

### 2.4 Structures

The present Corporation is composed of the General Assembly and the Board of Directors.

## SECTION 3- OBJECTIVES

The objectives for which the organization is constituted are the following:

- 1) To establish, maintain and operate an educational training centre that will provide general instruction and education in areas such as organizational development, strategic planning, program evaluation, conflict resolution and leadership training to registered charities and community organizations.
- 2) To improve the effectiveness of other registered charities by providing customized consulting and training on operational and management issues as well as providing expertise on planning, structuring and the improvement of charitable programs.
- 3) To educate the public about community development through workshops, seminars, on-line tools, publications and research.
- 4) To promote public participation with volunteer and community organizations with an aim to foster good citizenship and encourage healthy communities.
- 5) To gift funds to registered charities as defined in subsection 149.1(1) of the Income Tax Act (Canada).

## SECTION 4 - MEMBERS

### 4.1 Definitions

#### 4.1.1 Definitions

COCo has 2 categories of Members that are eligible to vote at meetings: organizational and individual.

1. **Organizational:** All eligible community organizations that share COCo's mission and philosophy can become Members for a 3-year duration by completing a membership form. Eligible community organizations are defined with the following criteria:
  1. Registered not-for-profit corporations or informal groups;
  2. Community groups.
2. **Individual:** Individuals that share COCo's mission and philosophy can become Members for a 3-year duration by completing a membership form, subject to the approval of the Board of Directors. Eligible individuals are defined by meeting any of the following criteria:
  - a) Having demonstrated involvement in community organizations or social movements;
  - b) Being a current member of the Board of Directors;
  - c) Current staff. These staff have the right to vote as long as they represent less than half of all voting Members present at a meeting. If they represent half or more of all voting Members, they must abstain

from voting at that meeting.

#### **4.1.2 Honorary Members**

The Board can name any person deemed fit, the title of 'Honorary Member'. Honorary Members do not have the right to vote. This title is given until such time that the person renounces it or the Board revokes it.

#### **4.2 Conditions of Admission**

Members must share the goals and philosophy of the Corporation. Failure to do so can be grounds for revocation of membership.

#### **4.3 Subscription**

The amount of the Members' annual membership fees are determined by the Board of Directors on an annual basis.

#### **4.4 Register**

The Board ensures that an up-to-date register of the Corporation's Members is kept.

#### **4.5 Resignation**

4.5.1 A Member can withdraw from the Corporation by her/his resignation, in writing, to the Governance Coordinator.

4.5.2 The Governance Coordinator must inform the rest of the Staff team and the Board of each resignation.

#### **4.6 Dismissal**

A Member can be dismissed for serious reasons, if voted so by a majority of the Board of Directors. An opportunity for the individual to defend her/his case must be given to any such person prior to a decision.

#### **4.7 Voting**

Organizations with a valid membership more than 15 days prior to, and up to, the date of the Assembly are eligible to vote at the Assembly.

#### **4.8 Participation**

Member organizations are encouraged to contribute to the development of COCo, participate in its activities and benefit from its services. They are also welcome to take the initiative and propose other ways to engage with COCo.

## **SECTION 5: GENERAL ASSEMBLY**

#### **5.1 Constitution**

The Members of the Corporation constitute the General Assembly and meet once a year, in the 90 days following the end of the fiscal year at the time and place as decided by

the Board. The Annual General Meeting is presided by a President of the Assembly named by the membership.

## **5.2 Notice of Assemblies**

- 5.2.1 For all General Assemblies, Special or General, a notice is sent to all Members at least ten (10) days prior to the assembly by fax, email, or post.
- 5.2.2 Irregularities in the notice or in the giving thereof, as well as the accidental omission to give notice to any Members shall not invalidate any action taken by or at any such meeting.

## **5.3 Quorum**

Quorum is constituted as the number of Members present at any given Assembly.

## **5.4 Vote**

- 5.4.1 Only members in good standing have the right to vote. A Member organization may not be in good standing if they:
1. Fail, in due time and after efforts made by COCo, to pay an outstanding invoice;
  2. Fail to complete the contract without mutual agreement.
- 5.4.2 Each Member has only one (1) vote. Voting by proxy is prohibited.
- 5.4.3 The vote is taken by a show of hands, except if a Member requests a ballot vote. In the case of a ballot vote, the President of the Assembly names two Members to distribute, collect and compile the result of the vote and communicate it to the President.
- 5.4.4 The resolutions submitted at the Assembly are decided by the simple majority of votes of active Members present.
- 5.4.5 In the event of a tie, the President of the Board has the right to a second vote.
- 5.4.6 Once the President of the Assembly has declared that a resolution has been adopted or rejected and it is recorded in the minutes as such, it is not required that the proportion of votes be specified.

## **5.5 The Agenda and Powers of the General Assembly**

The General Assembly holds the rights and powers by the Law to:

- Define the general orientations of the Corporation;
- Approve changes to the bylaws;
- Accept Annual Activity Reports;
- Accept Annual Financial Statements and consult the books;
- Elect the Members of the Board;
- Approve the Auditor (if the services of an Auditor are being retained).

## **5.6 Special General Assembly**

- 5.6.1 A Special General Assembly (SGM) can be called by 10% of voting Members for a precise subject that must be included in the notice of the meeting. Such a request for an SGM is submitted to the Board in writing. The Board may choose to address the subject before deciding to hold an SGM. However, the meeting must be scheduled and held by the Board within 21 days of the receipt of the written request. Otherwise the Members themselves can schedule and hold the meeting.
- 5.6.2 An SGM may be called at any time by:
1. A majority vote of the Board, or
  2. At least 10% of voting Members.
- 5.6.3 A Members' request for an SGM must:
1. Identify the names of Members who are requesting the meeting;
  2. State the reason(s) for the meeting;
  3. Provide a draft of all motions to be voted on.

## **SECTION 6: THE BOARD OF DIRECTORS**

### **6.1 Composition**

The Board is composed of seven (7) Administrators elected at the Annual General Meeting, the majority of which are representatives of the active members. Formal representatives of the public sector are not eligible as Board Members. Funding bodies of the organization are not eligible to have a representative on the Board.

### **6.2 Elections of Board Members**

- 6.2.1 The Members of the Board of Directors shall be elected at the Annual General Assembly.
- 6.2.2 A Nominating Committee will be appointed by the present Board and will be responsible for presenting a slate of candidates.
- 6.2.3 Invitations will be sent to all Members to submit nominations for candidatures.
- 6.2.4 Nominations with two (2) supporters from the community sector must be received 7 days prior to the Annual General Meeting.
- 6.2.5 Candidatures will be posted prior to the AGM.
- 6.2.6 In the case there is the same, or fewer, number of candidates as vacancies for the Board,

each candidate must receive more than 50% of the total number of the votes cast in order to be elected to the Board.

### **6.3 Terms of office**

- 6.3.1 An Administrator shall take up her/his duties at the end of the meeting during which s/he was appointed or elected.
- 6.3.2 The term of office will be for two (2) years except for the first year of operation in which two (2) Administrators will have a mandate of one year. A “year” for the purposes of this document, constitutes from one Annual General Meeting to the next.
- 6.3.3 At the end of term of office, an Administrator fulfills her/his functions until a successor has been elected or appointed.
- 6.3.4 A Board Member cannot be elected for more than three (3) consecutive terms.

### **6.4 Responsibilities of the Administrators**

The Board is elected to administer the affairs of the organization. The Board undertakes all actions necessary to accomplish the goals of the organization according to the law and the bylaws of the organization. The Board modifies or adopts new bylaws, decides on policy and makes decisions that forward the goals of the organization. The Board hires, evaluates and can dismiss the director(s)/coordinator(s), sets the budget and authorizes expenses and contractual arrangements, and sees to the application of the bylaws and the resolutions it makes.

### **6.5 Conflicts of interest**

Anyone participating in a decision on behalf of the organization and who has or is perceived to have a financial, personal, or official interest in that decision of such nature that it may prevent him/her from acting in an impartial manner is obliged to excuse him/herself from the discussion and voting on said item. In the case of the Board, such instances are to be recorded in the meeting minutes.

### **6.6 Vacancy on the Board**

- 6.6.1 A vacancy on the Board will occur if an Administrator:
  - 1. Dies or becomes too ill to carry out her/his functions;
  - 2. Submits a written resignation;
  - 3. Is dismissed by the assembly for failing to respect her/his responsibilities or the Corporation's Bylaws, goals, and philosophy;
  - 4. Misses three (3) consecutive meetings of the Board without valid reason.
- 6.6.2 If an Administrator’s position becomes vacant during the course of the year, the remaining administrators may appoint whomever they feel fitting to the vacant position until the next Annual General Meeting. This appointed member is selected on the basis of their community experience and their ability to adequately fulfill the required roles and responsibilities of a Board Member until the next AGM. Remaining Administrators

must be in sufficient numbers to constitute quorum at the moment of addressing the vacancy.

### **6.7 Meetings**

Members of the Board of Directors will meet a minimum of three (3) times per year but will hold as many meetings as required to see to the proper functioning of the organization.

### **6.8 Notice**

- 6.8.1 Board meetings will be convened by staff or by a majority of Board Members.
- 6.8.2 Notice for meetings (with date, time and location) of the Board must be given verbally or in writing at least 2 days prior to the meeting date. Written notice may be delivered in person or forwarded by mail.
- 6.8.3 If all Members of the Board are present and wish to convene a meeting on a particular subject, they may proceed with the meeting if all Members sign a Waiver of Notice.
- 6.8.4 In emergencies, notice of a meeting may be given verbally twenty-four (24) hours in advance.

### **6.9 Quorum**

The quorum for Board of Director's meetings will be set at more than 50% of the total Board Members.

### **6.10 Agenda**

The agenda is limited to the subjects mentioned in the meeting notice unless a majority of the Administrators resolve to modify it.

### **6.11 Vote**

- 6.11.1 Decisions are made by consensus.
- 6.11.2 In the event that a consensual decision cannot be reached and a decision cannot be moved to the next Board meeting, a vote can be taken but 2/3 of votes are required to pass a motion.
- 6.11.3 If a vote is taken, each member has the right to one (1) vote.

### **6.12 Compensation**

- 6.12.1 Administrators will not be paid for their services.

6.12.2 However, the Board of Directors may, at any time, resolve to reimburse the Administrators for the expenses incurred in the exercise of their functions.

### **6.13 Indemnity**

The Corporation will indemnify its Administrators, Officers, Directors or employees, past or present, all costs or expenses of whatever nature, arising from a civil, criminal or administrative lawsuit of which they are party as a result of their involvement with the organization, except if these persons have committed a grave error, gross negligence or fraudulent act.

### **6.14 Dismissal**

Members of the organization can, at a General Assembly, dismiss an Administrator of the Corporation. The notice of Assembly must mention that the said Administrator is up for dismissal and the reason for such a motion.

## **SECTION 7: OFFICERS**

### **7.1 Elections**

The Administration of the Corporation elect amongst themselves a President, Vice-President, Secretary and Treasurer. One Administrator can hold 2 separate positions with the exception of the President.

### **7.2 Compensation**

7.2.1 Officers will not be, paid for their services.

7.2.2 However, the Board of Directors may, at any time, resolve to reimburse Officers for expenses incurred in the exercise of their functions.

### **7.3 Resignation**

7.3.1 An Officer may resign from her/his post by sending a written notice to the Board of Directors.

7.3.2 S/he will continue to serve as an Administrator unless otherwise stipulated in the letter of resignation.

7.3.3 If a Board Member resigns, s/he shall cease to be a Corporate Officer as soon as her/his resignation is effective.

### **7.4 Dismissal**

The Board of Directors may dismiss an Officer (president, secretary, etc) provided they have granted a meeting for the Officer to explain her/his case. The said Officer shall cease to serve as an officer, but not as a regular Administrator, as soon as s/he is



dismissed. To remove an Administrator from the Board, the Board must seek the vote of the membership at a Special General Assembly called for this purpose.

### **7.5 Officer responsibilities**

The four Executive positions (President, Vice-President, Secretary and Treasurer) are nominal in nature and for official signatory purposes. They do not infer any additional decision-making powers or responsibilities.

## **SECTION 8: FINANCIAL MANAGEMENT**

### **8.1 Fiscal Year**

The Corporation's fiscal year ends on the thirty-first December of each year.

### **8.2 Auditor**

8.2.1 The Auditor is appointed by the Members each year at the Annual General Assembly.

8.2.2 If the Auditor ceases to fulfill her/his functions, for whatever reason, before the expiry date of his/her term, then the Administrators may appoint a replacement to complete whatever remains of the term.

### **8.3 Financial Records**

The financial records of the organization will be updated within 120 days following the financial year end. These records can be consulted during business hours at the organization's headquarters by all active Members who make such a request to the Treasurer.

## **SECTION 9: SIGNATORIES, APPROVAL, BILL OF EXCHANGE, BANKING AFFAIRS AND DECLARATIONS**

### **9.1 Signatories**

Signatories, of the Corporation may include up to three (3) Board members and up to four (4) staff for a total of no more than seven (7) signatories.

### **9.2 Approval**

Contracts, projects and other documents requiring the Corporation's signature must first be approved by the Board of Directors, and then signed by two (2) signatories.

### **9.3 Bills of Exchange**

Cheques, bills or other Corporation's banking actions must be signed by two (2) signatories.

### **9.4 Banking Affairs**

The Treasurer must see that the Corporation's capital is deposited to the Corporation's credit in one or several banks or financial institutions in Canada determined by the Administrators.

### **9.5 Declarations**

The President or other persons authorized by the Board of Directors are authorized:

1. to appear in court and to respond for the Corporation to all writs, ordinances and interrogations issued by a court;
2. to respond, in the name of the Corporation, to all proceedings of which the Corporation is party.

## **SECTION 10: ADDITIONAL PROVISIONS**

### **10.1 Committees and Advisory Bodies**

10.1.1 The Board of Directors may appoint committees and other advisory bodies to study various matters and/or perform particular functions. The Board can determine the composition of such committees or delegate this responsibility to the appointed committee chair.

10.1.2 The Board of Directors is under no obligation to act upon these committees' recommendations.

10.1.3 Any Member of the Corporation may request access to any committee report with the exception of confidential personnel documents.

### **10.2 Amendments to the Bylaws**

10.2.1 Amendments to the Bylaws by the Board come into effect immediately following their modification however, such amendments must be submitted to the General Assembly for approval.

10.2.2 Notice of this meeting must include the proposed amendments.

10.2.3 Amendments must be approved by the majority of the Members present at the meeting.

### **10.3 Dissolution**

10.3.1 Board members must adopt a resolution recommending the organization be dissolved. This resolution must have support from at least 75% of Board members. An AGM or SGM, in accordance with procedures outlined in the bylaws, must be called. A resolution to dissolve the organization requires that at least 2/3 of voting members present at the meeting are in favor of dissolution.

10.3.2 In the event of liquidation or the distribution of assets of the Corporation, and after the payment of all of its debts and liabilities, the Corporation's remaining assets will be distributed to one or more charities registered under the *Income Tax Act* (Canada).