



A C C M

AIDS Community Care Montreal

SIDA Bénévoles Montréal

Corporate By-laws

Revised 2 June 2008

VISION

ACCM envisions a society free from the stigma of HIV/AIDS. We are committed to building a community where all people living with or affected by HIV/AIDS receive the support they need. We are dedicated to empowering individuals to make informed decisions related to their health.

SECTION ONE

INTERPRETATION

- 1.01 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:
- a) "Act" means Quebec Companies Act, R.S.Q. C. c.-38 or successor statute governing the Corporation;
 - b) "Board" means the Board of the Corporation and composed as set out in paragraph 2.01;
 - c) "By-laws" means this by-law and all other by-laws of the of the Corporation from time to time in force and effect;
 - d) "Director" means a member of the Board having the capacities and characteristics as set out in subparagraph 2.01 a);
 - e) "Executive Committee" means the committee of the Board established pursuant to paragraph 6.01;
 - f) "Honorary Director" means a Director referred to in sub-paragraph 2.01 c);
 - g) "Letters Patent" means the letters patent of the incorporation of the Corporation as from time to time amended;
 - h) "Meeting of Members" means an Annual General Meeting or Special Meeting of Members, as more particularly described in section 5 of this by-Law;
 - i) "Minister" means the Quebec General Inspector of Financial Institutions or other Minister or any other government mandatary as may be designated by the Act;
 - j) "Recorded address" means, in the case of a Member, his address as recorded in the register of Members and, in the case of a Director, Officer or Auditor of the Corporation, or any other person, his address as recorded in the records of the Corporation and, where no address is so recorded, then the last address of such person known to the Secretary of the Corporation.
 - k) "Signing Officer" means, in relation to any instrument, any person authorised to sign the same as a mandatary of the Corporation pursuant to paragraph 3.14;
 - l) "Staff" is anyone whether paid or unpaid and who is, (a) staff as stated in a job description, or, (b) performs an office function and possesses a job description for said function; or, (c) a member of the Management Team or, (d) a salaried or contracted employee.
 - m) "Active Board Member" is a Board member who has not submitted his resignation or has not been removed from office.

- 1.02 Number and Gender. In this By-law and all other By-laws and resolutions of the Corporation, except where the context otherwise requires, words importing the singular include the plural and vice versa; and words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, joint ventures, (sociétés en commandites), trust, governmental bodies and where appropriate unincorporated organizations or associations.
- 1.03 Legal Definitions. Except as otherwise expressly stipulated and except where the context otherwise requires, words and expressions defined in the Act have the same meanings when used herein or in any resolutions of the Members, Board of Directors and by any committee of the Board.
- 1.04 Legal Interpretation. This By-law and the powers of the Corporation shall be interpreted in accordance with the law as it applies in Quebec.
- 1.05 Discretionary Powers: Where this By-law confers discretionary power upon the Board of Directors, the Directors shall exercise such discretion in good faith, with fiduciary prudence and in the best interests of the Corporation. Save for any express dispositions to the contrary, the Directors may also decide not to exercise their discretionary power.
- 1.06 Contradictions and Primacy: In the event of irrevocable contradictions between the Act, the Letters Patent (article of incorporation) and this By-law or other by-laws, unless otherwise stipulated or permitted by operation of the law, the Act has primacy over both the Letters (articles) and the by-laws, and the letters patent have primacy over the by-laws.
- 1.07 Titles, sub-titles and paragraph numbers: Titles, sub-titles and paragraph numbers used in this By-law are included for reasons of convenience and do not affect interpretation of the terms and dispositions it contains.

SECTION TWO

BOARD - ELECTION AND MEETINGS

- 2.01 Number of Directors. The Board shall be composed as follows:
- a) Directors -Nine (9) Voting Directors (hereinafter "Directors") or such other number as the Directors may in their discretion determine, by resolution, to be elected by the Members, except that the applicants for incorporation shall become the first Directors of the Corporation and shall hold office until the first annual meeting of the Membership.
- The Board of Directors shall be composed of a minimum of twenty five per cent (25%) representation from persons living with HIV or AIDS. The Board shall also count among its members a minimum of at least two (2) persons of each gender. The nominating procedures of the Corporation shall strongly encourage competent seropositive persons to run for election to the Board of Directors. Through its work, the Nominating Committee shall seek to recruit such persons as potential Directors.
- b) Notwithstanding the exclusion of section 2.03 (1) which prohibits a staff member from running for election to the Board, or to be appointed as an Honorary Director, one staff member may be appointed to the Board as a voting Director under the following conditions:

- (i) The staff member nominated by staff to be their representative on the Board will be presented to the membership at the Annual General Meeting for ratification.
 - (ii) One of the nine seats on the Board will be reserved for the staff representative.
 - (iii) The staff representative may not be part of the Executive Committee.
 - (iv) The staff member so appointed will remain in this position until the next Annual General Meeting of the Members.
 - (v) The staff members may replace their representative at any time. They will advise the Board of their intention, and the Board will co-opt the new representative who will hold this position until the next Annual General Meeting. The Board may, with valid reasons, veto the recommendation.
- c) Honorary Directors - A maximum of three (3) Honorary Directors, as appointed by the Board of Directors upon the recommendation of the Nominating Committee as established by paragraph 6.10. Honorary Directors serve a term of one year, and may be reappointed. Honorary Directors shall be recruited for their specific expertise in specific matters relevant to the functioning of the Corporation with respect to such matters, that they shall have all the powers of Directors as set out in paragraph 2.08, save and except that they shall not have the power to vote on any matters before the Board. Honorary Directors must commit themselves to participating in at least fifty per cent (50%) of the regular meetings of the Board of Directors.

2.02 Election and Term of Office of Directors. The term of office of a Director shall be for a period of two (2) years from the date of the meeting at which he is elected until the annual meeting of Members two (2) years following, or until his successor is elected. In even numbered years, four (4) members of the Board will run for election for a two (2) year term. In odd numbered years, four (4) members of the Board will run for election for a two (2) year term. A Directorship continues until the end of the Annual Meeting of Members at which his term expires or until the end or adjournment of a Board of Directors' meeting at which the Board accepts his resignation, the Board being obliged to so accept within a reasonable delay, or votes for his departure.

2.03 Internal Conflict of Interest. No person shall be eligible for election or appointment to the Board of Directors (to the position of Voting Director or Honorary Director) if he is:

- (1) Staff of the Corporation, except in the case of the Executive Director, who shall be an *ex officio* member of the Board;
- (2) a volunteer who is a member of management or who assumes daily duties in the office under the authority of the Executive Director, or
- (3) a person who regularly receives honoraria from the Corporation or arising from his position as a representative of the Corporation.
- (4) a Member, employee or mandatary exercising decision making powers (alone or by committee) for: a government, profit or non-profit organization, or any other kind of funder, that provides regular funding or financial donations to the Corporation, or that is involved in arrangements of a financial nature with the Corporation.

- 2.04 Vacancy. Any vacancy occurring among the Directors or Honorary Directors may be filled (co-opted) by the Board so long as a quorum of Directors remains in office. Where the position filled was occupied in the first year of a two-year term, the replacing (co-opted) Director appointed by the Board will stand for election for a one-year term at the next Annual General Meeting of Members. When the position filled was occupied by a Director in the second year of a two-year term, the replacing (co-opted) Director appointed by the Board will stand for election at the next Annual General Meeting of Members.
- 2.05 *(deleted)*
- 2.06 Vacation of Office of Director. A Director shall cease to be Director:
- a) if he resigns his office and the Board of Directors accepts his resignation. The Board must accept said resignation at the next regular Board meeting;
 - b) if, being an Honorary Director, by way of a majority vote of the Board of Directors taken in accordance with the principles of natural justice;
 - c) if, being a Director, by way of a vote of seventy percent (70%) of the Board of Directors taken in accordance with the principles of natural justice;
 - d) if he is found to be a mentally incompetent person;
 - e) on death;
 - f) if he is found guilty of fraudulent use of funds;
 - g) if he should declare bankruptcy;
 - h) if he misses more than three (3) consecutive Board meetings without valid reason and the Board votes to remove him from office.
- 2.07 If a Director is charged with criminal misuse of funds, fraud or any other similar criminal offence, the Board may suspend the said Director until a verdict is rendered in the criminal trial and in any subsequent appeal.
- 2.08 Powers. The Board shall have full power and authority to manage and control the affairs the Corporation and to formulate its policies and:
- a) have the power to delegate all or any such power and authority to the Executive Committee or the Officers, and mandataries of the Corporation.
 - b) appoint the Officers of the Corporation;
 - c) the Board of Directors must convene an Annual General Meeting of the Members of the Corporation.
- 2.09 Calling of Meetings. A meeting of the Board may be formally called by the President or any three (3) Directors at any time and the Secretary shall, on the direction of the President or any three (3) Directors convene a meeting of the Board.
- 2.10 Place of Meeting. Meetings of the Board shall generally be held in the City of Montreal, but exceptionally may be held at such other place as the Board may from time to time decide by means of a duly adopted resolution.

- 2.11 Quorum. Fifty-five per cent (55%) of the Active Directors determined under paragraph 2.01 shall constitute a quorum for the transaction of business at any meeting of the Board. Percentages will be rounded off to the nearest whole number.
- 2.12 Notice of Meeting. Notice of any meeting of the Board shall be given to each Director and Honorary Director in the manner provided by Section Nine not less than four (4) days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.
- 2.13 No Notice of Meeting Required. For the first meeting of the Board held immediately following the election of Directors at any Meeting of the Members or for a meeting of the Board at which a Director is elected to fill a vacancy in the Board, no notice of such meeting shall be necessary to a newly elected Director in order to legally constitute the meeting, if a quorum of Directors is present.
- 2.14 Waiver of Notice. Notice of any meeting of the Board of any irregularity in any meeting or in the notice thereof, may be waived by any Director. A Director's presence at a meeting shall *de facto* constitute waiver of the requirement of notice unless said Director attends the meeting for the express purpose of contesting irregularities in the notification process.
- 2.15 Meetings. If all Directors present at a meeting consent, a Director or Honorary Director may participate in a meeting of the Board by using an electronic or technical means of communication which allows Board members to communicate with each other (i.e. the telephone).
- 2.16 Resolution instead of a meeting. The signature of a written resolution by all Directors normally entitled to vote at a meeting will take the place of a duly constituted meeting and will imply waiver of a notice of convocation.
- 2.17 Voting. All questions at meetings of the Board shall be decided by a majority of the votes cast by the Directors present. The Chairperson of the meeting will not cast a vote. However, in the event of an equality of votes, the Chairperson of the meeting will cast the deciding vote. Wherever voting is concerned, no proxy votes are to be accepted. Subject to Article 2.15, voting must be done in person.
- 2.18 Chairperson. The President or, in his absence, the Vice-President or, in his absence, the Secretary or the Treasurer, shall be the Chairperson of any meeting of the Board. If no such Officer is present, the Directors present shall choose one of their number to be Chairperson.

SECTION THREE

BUSINESS OF THE CORPORATION

- 3.01 Head Office. The head office of the Corporation shall be in the City of Montreal in the Province of Quebec and at such place therein as the Board may from time to time determine by resolution.
- 3.02 Corporate Seal. Until changed by resolution of the Board, the corporate seal of the Corporation shall be in the form adopted by resolution of the Board of Directors from time to time.

- 3.03 Fiscal Year. The fiscal year of the Corporation shall terminate on March 31 in each year or on such other day as the Board may from time to time determine by resolution and as approved by appropriate government and legal authorities.
- 3.04 Property. All property of every nature and kind both real and personal (including without limitation, cash, debentures, bonds, stocks or other securities), moveable and immovable; and every estate or interest therein coming into the custody of the Corporation arising from any source including without limitation: grant revenues donations (whether arising from fund-raising campaigns or otherwise), legacies, gifts and other testamentary gifts, shall be subject to the control of the Board to be utilised in such manner as is most desirable and necessary for the carrying out of the objects of the Corporation, except where any such property is subject to a trust, disposition.
- When any such property, its use or its disposition is subject to trust, encumbrance or other restrictive condition, the terms of which are unacceptable to the Board, acceptance thereof may be refused by the Board. Any property of the Corporation acquired by gift, whether testamentary or otherwise, may be retained in the form in which it was received, whether or not it is in the form of an investment authorized by paragraph 3.09, for such reasonable time as the Board may deem advisable until the Board determines an appropriate opportunity for its disposition.
- The Board may conclude a trust agreement in order to create a trust in which both capital and interest serve the best interests of the Corporation.
- 3.05 Utilization and Distribution of Property. The Board may from time to time by resolution establish policies governing the utilization and distribution of property referred to in paragraph 3.04 (but subject to any trust, condition or encumbrance attaching thereto) coming into the custody of the Corporation.
- 3.06 Acquisition and Improvement of Real Property or Rights in Immoveables. No real immovable property rights shall be purchased, leased, or acquired or improved except with the approval of the Board.
- 3.07 Sale of Real Immoveable Property. No real immovable property may be sold assigned, leased, subjected to servitude, hypothecated or otherwise encumbered without the prior approval of the Board.
- 3.08 Legal representation and procedures: The Board of Directors alone has the power to commit the Corporation to take legal proceedings in a Court of law or before an administrative tribunal. The President, or any other Director, Officer or mandatary appointed by the Board, has the power to appear and answer in any legal procedures taken by or against the Corporation and in so doing shall act according to the law in the best interests of the Corporation.
- 3.09 Investments. Subject to paragraph 3.04, funds not immediately required for the operations of the Corporation shall be invested only in securities authorized by law for trustees, or securities in which Canadian life insurance companies may invest pursuant to the Canadian and British Insurance Companies Act, or in treasury bills and instruments of financing issued by the Government of Canada, or the governments of Canadian provinces or Canadian municipalities, guaranteed investment certificates guaranteed by the Canada Deposit Insurance Corporation.
- 3.10 Directors and Officers: Remuneration and Expenses related to a corporate position. No Director or Officer who is a Director, nor any member of any committee appointed pursuant to Section Six of this By-law shall be entitled to any remuneration by reason of him holding such position, save that any such Director, Officer, or committee member

shall, in application and upon approval of payment by the Board, be entitled to be reimbursed for all reasonable expenses necessarily incurred in connection with carrying out the business of the Corporation.

- 3.11 Banking Arrangements. The Banking business of the Corporation shall be transacted with such schedule A bank or trust company as the Board may from time to time determine by resolution.
- 3.12 Bills of Exchange and Banking Signatures. As a general rule and except as otherwise specified from time to time by resolution of the Board, bills of exchange and other negotiable instruments in writing, and banking documents requiring the signature of the Corporation may be signed by any two (2) of four (4) Signing Officers as appointed by the Board. At least two (2) Signing Officers shall be members of the Board, and one shall be the Executive Director. Such bills, instruments, and documents shall be binding upon the Corporation without any further authorization or formality.
- 3.13 Voting Shares and Securities in Other Companies. All of the shares or other securities carrying Voting rights of any other company or companies held from time to time by the Corporation may be voted at any and all meetings of shareholders or holders of other securities (as the case may be) of such other company and in such other company and in such manner and by such person as the Board shall from time to time determine; but, the signing Officers of the Corporation may also from time to time execute and deliver on behalf of the Corporation proxies in such names as they determine without the necessity of a resolution or other action by the Board.
- 3.14 Execution of Instruments. All contracts, documents or instruments or grant applications and reports in writing requiring the signature of the Corporation may be signed by any two (2) of the persons designated as Signing Officers under Article 3.12. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any Officer or any other person to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally or specific contracts, documents or instruments in writing particularly those required for the day to day management of the corporation.

The term "contracts, documents or instruments in writing" as used in the By-law shall include deeds, hypothecs on immoveables or moveables, charges, conveyances, transfers and assignments of shares, stocks, bonds, debentures, rights, warrants or other securities and all related paper writings.

In particular, without limiting the generality of the foregoing, any two (2) of the persons designated as Signing Officers under Article 3.12, shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign (under the Corporate seal of the securities owned by or registered in the name of the Corporation and to sign (under the corporate seal of the Corporation or otherwise) and deliver all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Notwithstanding the foregoing, any document relating to a bequest made to the Corporation may be signed by any Officers of the Corporation authorized by resolution of the Board to transact banking business of the Corporation.

SECTION FOUR

MEMBERSHIP AND HONORARY POSITIONS

4.01 Members in good standing.

A Member in good standing shall be:

- i. A client of ACCM who has completed the client intake process; or
- ii. A volunteer of ACCM who has completed the volunteer intake process; or
- iii. A client or volunteer of ACCM who joined the organization prior to the institution of intake procedures; or
- iv. Such outside sources of expertise as recommended by the Nominating Committee, for purposes of possible election to the Board or nominated as honorary Member, or;
- v. All current Board members and employees of ACCM.

The Corporation shall encourage its clients and volunteers to become Members. The head office shall maintain a list of all Members in good standing.

4.02 Voting Members. Any Member from 4.01 who has become a Member in good standing and has paid his annual Membership fee in that fiscal year shall be considered a Voting Member of the Corporation at all Meetings of Members held during that fiscal year, and until the end of said fiscal year.

4.03 Honorary Life Members. The Board may confer honorary status for life upon any person. Honorary Life Members shall have the rights and privileges of Voting Members and are not required to pay the Membership fee. There shall at no time be more than twenty-five (25) Honorary Life Members.

4.04 Non-Transferability of Membership. Membership in the Corporation shall not be transferable or assignable.

4.05 Termination of Membership. A Member shall cease to be a Member:

- a) if he resigns;
- b) if he fails to pay his Membership fee within thirty (30) days of the due date of such a fee;
- c) by a 2/3 majority vote of the Board of Directors if his conduct reveals avid and injurious disrespect to the Corporation, or its clients, volunteers, Members, employees, Officers or Directors. Without limiting the generality of the preceding, flagrant disregard for the objectives and principles set out in the corporate mission and vision statements will mean that the Member may be denied Membership status by a vote of the Board of Directors. Decisions so made by the Board of Directors will be taken in accordance with principles of natural justice;
- d) by a 2/3 majority vote of the Board of Directors, if in relation to the business of the Corporation or on the premises of the Corporation or otherwise he threatens

a client, volunteer, Member, employee, Officer or Director of the Corporation with verbal abuse, or sexual harassment or, physical violence or commits an act of physical violence against such person(s) or against the property of such persons or the property of the Corporation. Decisions so made by the Board of Directors will be taken in accordance with principles of natural justice;

e) on death.

4.06 Fees. The fee for Membership shall be such sum per fiscal year as may be fixed from time to time by a resolution of the Board.

SECTION FIVE

MEETING OF MEMBERS

5.01 Annual General Meetings. Subject to the delays and requirements imposed by the Act, the Annual general Meeting of the Members shall be held each year at such time and place on the Island of Montreal as the Board may from time to time determine. At every Annual general Meeting of Members, in addition to any other business that may properly come before the Meeting, the following business shall be transacted:

- a) reports of the Board, Officers (management), the Treasurer and the Auditors shall be presented to the Members, and, if deemed appropriate, confirmed;
- b) the audited financial statements must be presented to the Members, and if deemed appropriate, adopted;
- c) the Auditors shall be appointed for the ensuing year and the Board shall be authorized to establish their remuneration;
- d) Directors shall be elected to those posts open for election as per article 2.02 of this By-law;
- e) any amendments to the By-laws or to the Mission or Vision Statements will be presented to the Members, and, if deemed appropriate, confirmed.

5.02 Nominations for Directors can be made by Voting Members in good standing presenting signed nomination forms to the Nominating Committee.

Other nominations may be filed with the Corporate Secretary at any time up to or during such Annual General Meeting provided that any such nomination shall be on a form signed by a Member of the Corporation (the nominator) and consented to and signed by the nominee. These latter nominees must be Voting Members in good standing as defined in article 4.02 of the By-laws.

5.03 Special General Meeting. A Special general Meeting of Members shall be convened by the Secretary pursuant to a resolution passed by two-thirds (2/3) of the Directors present at a meeting of the Board or a request in writing signed by not less than thirty (30) Members of the Corporation in good standing. The Board resolution or signed request from Members, presented to the Corporate Secretary requesting a Special General Meeting shall contain a list of matters to be discussed at the Special General Meeting of Members. Any Special General Meeting shall be held at the head office of the Corporation or, if called pursuant to a resolution of the Board, it may be held at such place on the Island of Montreal as the Board may determine. No business other than that set out in the notice calling the meeting shall be transacted at any Special General Meeting.

- 5.04 Notice. No public notice or advertisement of a Special or Annual Meeting of Members shall be required but notice of the time and place of every such meeting shall be given in the manner provided by Section Nine not less than ten (10) days before the day on which the meeting is to be held to each Voting Member in good standing record at the head office at the close of business on the day next preceding the day on which the notice is given. Notice of a Special general meeting of Members shall state the general nature of the business which is to be transacted at it. The auditors of the Corporation shall be sent all notices and other communications relating to any Meeting of Members.
- 5.05 Waiver of Notice. Subject to section 9 of this By-law, notice of any meeting of Voting Members in good standing or any irregularity in any Meeting of Members, or in the notice thereof, may be waived by any Member or by the Auditor.
- 5.06 Chairperson and Secretary. The President or, in his absence, a Vice-President, shall be Chairperson of any Meeting of Members. At the discretion of the Board, an independent person who is not a Member of the corporation may be chosen to chair the meeting. If no such person or Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present at such meeting shall choose one of their number to be Chairperson. The Secretary of the Corporation shall act as Secretary of the meeting unless absent in which case the Chairperson, with the approval of the meeting, shall appoint some other person to act as Secretary.
- 5.07 Quorum. A quorum for the transaction of business at any meeting of Voting Members in good standing shall consist of not less than ten per cent (10%) of all Voting Members in good standing.
- 5.08 Right to vote. Every Voting Member in good standing shall, if personally present, have one (1) vote on all matters arising at any meeting of Members. No proxies shall be submitted.
- 5.09 Voting. Every question to be decided at a Meeting of Members shall be decided in the first instance by the Chairperson's view of the consensus of the meeting as indicated by a show of hands or oral expression of views unless a poll or a secret ballot vote be demanded by any voting Member. Unless a poll is demanded, declaration by the Chairperson that a vote upon the question has been carried or carried by a particular majority or not carried by an entry to that effect in the minutes of the meeting shall be admissible in evidence as *prima facie* proof of the fact without further proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question.
- 5.10 Majority of Votes. Unless otherwise required by law or by the By-laws, every question at all meetings of Members shall be decided by a majority of votes cast.
- 5.11 Equality of Votes. In the case of an equality of votes at any meeting, the Chairperson of the meeting shall reopen the issue for further debate and after such debate shall then call a second vote. In the event of a second equality of votes the matter shall be adjourned to a subsequent meeting of Members.
- 5.12 Adjournment. Subject to the requirements of section 5.01 above, any Meeting of Members may be adjourned to a subsequent time and place and no notice of such adjourned meeting need be given to Members. Any business intended to may be dealt with at the original meeting in accordance with the notice calling the same may also be continued or dealt with at a subsequent meeting called for the purpose of completing the business that was left unfinished when the original meeting was adjourned.

SECTION SIX

COMMITTEES OF THE BOARD

- 6.01 Executive Committee. The Corporation may have an Executive Committee consisting of a number of Directors as determined by the Board time to time.
- 6.02 Powers. The Executive Committee shall have such power and authority as may be delegated to it by the Board pursuant to subparagraph 2.08 (a).
- 6.03 Calling of Meetings. A meeting of the Executive Committee may be formally called by the President or any two (2) members of the Executive Committee and the Secretary shall, on the direction of the President or any two (2) members of the Executive Committee, convene a meeting of the Executive Committee.
- 6.04 Quorum. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- 6.05 Notice of Meeting. Notice of any meeting of the Executive Committee shall be given to each committee member in the manner provided by Section Nine not less than four (4) days before the time set for holding such meeting. No formal notice of any such meeting shall be necessary if all committee members are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.
- 6.06 Waiver of Notice. Notice of any meeting of the Executive Committee or any irregularity in any meeting, or in the notice thereof, may be waived by a committee member.
- 6.07 Standing Committees. The Board may by resolution appoint standing committees to assist the Corporation in essential matters. Without limiting the generality of this power, the Board shall appoint the following standing committees:
- a) Fund Raising
 - b) Administration and Personnel
 - c) Program and Services
 - d) *(deleted)*
- 6.08 Ad Hoc Committees. The Board may by resolution appoint *Ad Hoc* committees to assist the Corporation in essential matters. Without limiting the generality of this power, the Board shall appoint the following *Ad Hoc* committees:
- a) Nominations
- 6.09 The Board shall determine the constitution and terms of reference of each committee. Members of the standing and *Ad Hoc* committees serve at the pleasure of the Board and may be appointed or removed by a resolution of the Board.
- The Board may from time to time delegate to any of the standing or *Ad Hoc* committees such power and authority as the Board shall deem appropriate. The duties and rules for the conduct of any such committee shall be established by the Board.
- 6.10 Nominations Committee. The Executive Committee shall, at a meeting held at least two (2) months prior to the Annual General Meeting of Members, appoint an *Ad Hoc*

Nominations Committee of not less than three (3) and not more than five (5) Members in good standing. The Nominations Committee should be chaired by one Director who will not seek re-election, or by an Honorary Director. Any Directors serving on the Nominations Committee will not seek re-election. It shall be the duty of the Nominations Committee to present a slate of proposed nominees for election as Directors and/or appointment as Honorary Directors at such Annual General Meeting of Members.

- 6.11 Administration and Personnel Committee: The Board shall nominate an Administration Committee whose responsibility will be to develop financial, administrative and human resources policies, and recommend same to the Board of Directors for adoption. This committee will monitor the implementation and execution of these policies and recommend adjustments as necessary. Without limiting the generality of the foregoing, this committee will specifically assist the Executive Director in the preparation of a budget and in the identification, planning and evaluation of human resources needs and requirements. This Committee shall hear grievances in accordance with its role in the Grievance Procedure.
- 6.12 Fundraising Committee. The Board shall nominate a fundraising committee whose responsibility will be to identify targets and possible opportunities for fundraising and propose the same to the Board. This Committee shall develop, implement and review plans and strategies for fundraising activities.
- 6.13 Programs and Services. Pursuant to corporate strategy and strategic planning established by the Board of Directors, the Board shall nominate a Programs and Services Committee to review ACCM programs and services to ensure that they conform to budget and to revenue restrictions. The Committee will monitor the amount of funding, human resources and number of clients served per program or service. This Committee will function to obtain a comprehensive analysis of services and their pertinence or responsiveness to client needs.
- 6.14 Other Committees. The Board may from time to time appoint special advisory committees to hold office during the pleasure of the Board and delegate to any such committee such power and authority as the Board shall deem appropriate. The duties and rules for the conduct of any such committee shall be established by the Board.
- 6.15 Committee Procedure. To the extent not ordered by the Board or required by the By-laws, any committee appointed by the pursuant to Section Six shall have the power to fix its quorum at not less than a majority of its members, to elect its Chairperson and regulate its procedures.

SECTION SEVEN

OFFICERS

- 7.01 Officers from among Directors. At its first meeting following the meeting of Members at which it was elected, or in the case of the first Directors of the Corporation, at its first meeting following incorporation, the Board shall appoint a President, Vice-President, a Treasurer, and a Secretary, from among the Directors. Any other Officer may be appointed pursuant to the By-laws.
- 7.02 Further Officers. From time to time the Board shall appoint an Executive Director. The Board can also exercise its discretion to appoint such other Officers from time to time as it may determine.
- 7.03 Term of Office. If any Officer appointed pursuant to paragraph 7.01 ceases to be a Director, his term of office shall expire.

In the absence of written agreement to the contrary, the Board may, by majority remove at its discretion any Officer of the Corporation.

The position of one Officer exists independently of the others.

- 7.04 President. The President shall preside at all meetings of the Board and the Executive Committee and shall exercise general and active supervision over the affairs of the Corporation and shall exercise such powers and fulfil such duties as the Board may from time to time determine. He shall be *ex officio* a member of all committees of the Corporation established pursuant to Section Six. During the President's absence or his inability to act, the powers and duties of the President may be exercised and fulfilled by a Vice-President.
- 7.05 Treasurer. It shall be the duty of the Treasurer to ensure:
- a) that he keeps full and accurate accounts of the assets, liabilities, surpluses, revenues and expenditures of the Corporation;
 - b) that all monies and valuable effects are deposited to the credit of the Corporation or held in safe custody in a bank or a trust company; and
 - c) that the funds of the Corporation are expended in accordance with the directions of the Board.
- 7.06 Vice-President: The Vice-President will exercise the powers and carry out the functions that will from time to time be prescribed by the Directors and will assume the duties of the President in the event of the latter's absence, or incapacity or unavailability.
- 7.07 Secretary. The Secretary shall be the Secretary of the Corporation and shall exercise such powers and fulfil such duties as the Board may from time to time determine. He shall be responsible for keeping i) the Corporate Seal; ii) the minutes of the meetings of Members and the meetings of the Board of Directors; and iii) keeping corporate minute books containing: the corporate statutes and by-laws, the minutes and resolutions of the Members' meetings and of the meetings of the Board of Directors, in an up-to-date and accurate state. He shall ensure that the Corporation files all appropriate returns and reports as required by funders and by law. He shall be an *ex officio* member of all committees of the Corporation established pursuant to Section Six.
- 7.08 Re-Appointment of Officers. No Officer named above shall be eligible for re-appointment to the same office so as to hold such office for more than three (3) consecutive terms.
- 7.09 Mandataries and Attorneys. The Board shall have the power from time to time to appoint mandataries, attorneys or notaries for the Corporation, in or out of Canada, with such powers of management or otherwise (including the power to sub delegate) as it shall determine.

SECTION EIGHT

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 8.01 Indemnity of Directors and Officers. Every Director or Officer of the Corporation and his 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 whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about or in relation to the duties of his office, except such costs, charges or expenses as are occasioned by his own wilful or fraudulent neglect or intentional fault or gross negligence.
 - b) all other costs, charges and expenses which such Director or Officer 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 will or fraudulent neglect, intentional fault or gross negligence.
- 8.02 Protection of Directors and Officers. No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any happening to the Corporation through the insufficiency or the deficiency of title to any property acquired by order of the Board of the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited or for any loss or damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful or fraudulent neglect, intentional fault or gross negligence or gross act of neglect or default.
- 8.03 Indemnities. The Directors of the Corporation are hereby authorized to cause the Corporation from time to time to give indemnities to any Director, Officer 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 to secure such Director, Officer, or other person and personal property of the Corporation by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Members.
- 8.04 Interest of Directors in Contracts. A Director, his immediate family, his domestic partner and his business partners shall all *prima facie* be disqualified from contracting with the Corporation and any contract or arrangement entered into by or on behalf of the Corporation with any Director or such person in which any Director is in any way interested is liable to be avoided.
- Subject to the rules concerning declaration of interest set out in paragraph 8.05 below, the Board may however at its discretion decide to contract with a Director provided that the contract is incurred in the normal course of the Corporation's business and is not for an inordinate sum of money or consideration. Any such contract must be offered to the Corporation at the lowest competitive price for equivalent quality in the marketplace (after a call for submissions and a receipt of tenders).
- 8.05 Declaration of Interest. It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or monetary arrangement or proposed contract or proposed monetary arrangement, to refrain from voting in respect of same.

SECTION NINE

NOTICES

- 9.01 Method of Giving Notices. Any notice (which term includes any communication or document) to be given, sent, delivered or served under the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when it is delivered personally or mailed or electronically sent to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice sent by any means of electronic transmission or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. Transmissions by fax shall be deemed to have been given upon production of a record of transmission.

The Secretary may change the recorded address of any Member, Director, Officer or Auditor in accordance with any information believed by him to be reliable.

- 9.02 Signature of Notices. The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 9.03 Computation of Time. In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or any other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. Computation of delays will follow the rules set out in the *Quebec Code of Civil Procedure* for judicial service.
- 9.04 Proof of Service. A certificate of the President, a Vice-President, the Secretary, the Treasurer or of any other Officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any Member, Director, Officer or Auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or Auditor of the Corporation as the case may be.
- 9.05 Omission and Errors. The accidental omission to give notice to any Member or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any actions taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION TEN

AUDITORS

- 10.01 Appointment of Auditors. The Members of the Corporation shall at each Annual general meeting appoint one (1) or more independent public Auditors to hold office until the close of the next Annual general meeting and, if any appointment is not so made, the Auditor in office of Auditor provided such appointment is ratified by the Membership at the next Annual general Meeting of Members.
- 10.02 Removal. The Members of the Corporation may, by resolution passed by a majority of at least two-thirds of the votes cast at a special meeting duly called for the purpose,

remove any Auditor of the Corporation before the expiration of his term of office and shall by a majority of the votes cast at that meeting appoint another Auditor in his remainder of his term.

- 10.03 Remuneration. The remuneration of the Auditor appointed by the Members shall be fixed by the Members or by the Board if authorized to do so by the Members, and the remuneration of an Auditor appointed by the Board shall be fixed by the Board.

SECTION ELEVEN

AMMENDMENT AND REPEAL OF BY-LAWS

- 11.01 By-laws of the Corporation may be amended or repealed by By-laws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of a general meeting of the Members of the Corporation. Any amendments to this By-law or any other by-laws so adopted will be submitted to the Inspector General of Financial Institutions as required by the Act.

SECTION TWELVE

DISSOLUTION

- 12.01 If at any time, for any reason, the Corporation is dissolved, all monies, books, pedagogical materials, property and assets of the Corporation are to become with contest, the property of the registered in nature to those of the Corporation and which are designated by the Board, or failing which, by a resolution of the Members in good standing at the time of dissolution.

DATED at the City of Montreal, Province of Quebec, this 10th day of September 2000.