

# **General By-Laws Of The 4 Korner Family Resource Center**

The following general by-laws have been adopted by resolution of the Board of Directors and ratified by resolution of the general memberships at the A.G.M.

## **I. GENERAL PROVISIONS**

### **1. DEFINITIONS**

**DEFINITIONS IN THE BY-LAWS:** Unless there exists an express provision, which contradicts the following definition, or unless the context clearly indicated otherwise, the expression:

“Act” means the Quebec Companies Act, L.R.Q. 1 977, c. C-38, as well as any amendment past or future, including any Act that may replace it, in whole or in part. If such replacement does occur, any reference to an article of the Act shall be interpreted as being a reference to the article that has replaced it.

“Auditor” includes a partnership of auditors:

“by-laws” means the present by-laws and includes any amendment to the said by-laws;

“deed of incorporation” means the memorandum of agreement, letter patent, supplementary letters patent, the by-laws made under sections 21 and 87 of the Act and the notices contemplated in section 32 of the Act;

“Directors” means the members board of directors

“Member” means any person satisfying the conditions decided upon by the board of directors that confers the status of a member

“Simple majority” means fifty percent plus one of the votes cast at a meeting or assembly

**DEFINITION IN THE ACT** Except for the preceding definitions, words **and expressions** defined in the Act have the same meanings in the bylaws.

### **2. INTERPRETATION**

**2.1 RULES OF INTERPRETATION** In the by-laws, unless the context indicates otherwise, the singular includes the plural and vice-versa; and the neuter includes the masculine and the feminine and vice- versa.

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**2.2 DISCRETION** Where the by-laws confer a discretionary power upon the directors, they shall exercise such power honestly and in good faith, when they judge opportune, in the best interest of the organization. The directors may also decide not to exercise such power. No provision contained in these by-laws shall be interpreted so as to give the directors greater powers than provided in the Act.

**2.3 PRIMACY** In case of inconsistency between the Act, the deed of the incorporation and the by-laws of the organization the Act shall prevail over the deed of incorporation and the by-laws of the organization and the deed of incorporation shall prevail over the by-laws.

**2.4 TITLES** Titles heading the by-laws serve merely as references and shall not be considered in the interpretation of terms or provision found in such by-laws.

## **3. NOTICES**

**3.1 PRESUMPTION** A director or member is deemed to have received a written notice or document within the normal delay of postal delivery unless reasonable grounds exist to indicate the contrary. A notice or other document sent to a member by registered or certified mail is deemed to have been served when the registered or certified letter containing it would be delivered in the ordinary course of post, and to prove the fact and time of service it shall be sufficient to prove that such letter was properly addressed and registered or certified, and was put into the post-office, and the time when it was put in and the time requisite for its delivery in the ordinary course of post.

**3.2 ADDRESSES OF MEMBERS** The Organization may consider as the only persons having a right to receive notices or other documents sent to members, those persons inscribed as members in the book of the Organization. Each member shall give the Organization an address and telephone number and e-mail where such notices or documents shall be received and his/her failure to do so shall be deemed as a waiver of his/her rights to receive such notices or documents.

## **II THE ORGANIZATION**

### **4 HEAD OFFICE**

**4.1 LOCATION.** The head office of the Organization shall be within the limits of any of the MRCs that are covered by the mandate of the 4 Korners Family Resource Center in the Province of Quebec, at the address determined by the board of directors from time to time.

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## **5. THE OFFICIAL DOCUMENTS OF THE ORGANIZATION**

The directors shall choose one or more books in which they shall keep the following documents or record the following information:

- a) a copy of the deed of incorporation;
- b) the by-laws of the Organization and their amendments;
- c) the minutes and resolutions of the board of directors and its committees as well as resolutions of the directors in lieu of meetings
- d) the minutes of Annual General Meetings
- e) a list of the persons who are or have been directors of the Organization, in which is indicated their names, addresses, telephone numbers, country of residence, as well as the dates on which each became or ceased to be a director;
- f) a register of mortgages, if any, in which is entered all mortgages and charges affecting property mortgaged or charged, the amount of the mortgage or charge, and (except in the case of debentures and other securities payable to order or to bearer) the names of the mortgages or persons entitled there to. As regarding the hypothecs and charges securing the payment of debentures and other securities payable to order or to bearer it shall be sufficient to mention the name of the trustee in whose favor the hypothec is created.

**6. ACCOUNTING BOOKS** The organization shall keep, at its head office, one or several books in which are entered its receipts and disbursements and the matters to which each of them relates its financial transactions and its credits and liabilities.

## **7. THE BY-LAWS**

**7.1 ADOPTION.** Unless otherwise provided in the deed or incorporation or the by-laws of the Organization, the directors may, by resolution, adopt any by-law with regard to the business of the Organization, subject to approval of the members at a Special General Meeting called by the Board of Directors.

## **8. FINANCES**

**8.1 BANKING** Banking and financial operations of the Organization shall be carried on with the banks or other financial institutions designated by the directors. The directors may also designate one or more persons to carry out the banking or financial operations on behalf of the Organization.

**8.2 FINANCIAL YEAR** The date of the end of the financial year of the Organization shall be March 31<sup>st</sup> of each year unless the board of directors shall determine another date.

**8.3 APPOINTMENT OF AUDITORS** The members may, by ordinary resolution at their first annual meeting, appoint auditors whose mandate will expire at the end of the next annual meeting. In the case of the resignation of the auditors, replacements may be named by the directors, and shall remain until the next Annual General Meeting.

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**8.4 REMUNERATION OF AUDITORS** The directors shall determine the remuneration of the auditors.

**8.5 QUALIFICATION OF AUDITORS** The auditors shall be independent of the Organization, its directors and its officers. If a person or a partner in a firm is a director, officer or employee of the Organization, such person, or firm is deemed not to be independent.

## **III REPRESENTATION OF THE ORGANIZATION**

### **9. DIRECTORS**

**9.1 COMPOSITION OF THE BOARD** The affairs of the Organization shall be managed by the board of directors consisting from seven (7) to ten (10) directors elected by a majority of the members present at the Annual General Meeting of the Organization or at any special General Meeting called for such purpose.

**9.2 QUALIFICATION** The directors shall be individuals, no less than eighteen (18) years of age. All directors must be residents of the regions served by the Organization. The directors coming to the end of their term shall be eligible for reappointment should no new candidates run for election for a position on the Board of Directors.

**9.3 ELECTION PROCEDURES** Each year the board of directors of the Organization appoints a member, who shall act as Chairperson of the Nominations. He/she shall also act as Chairperson of Elections at the Annual General Meeting. The Chairperson of Nominations / Elections shall not be eligible to stand for office. The board of directors of the Organization shall be named the Chairperson of Nominations / Elections and establish the electors' procedures for that year at least two months before the Annual General Meeting.

**9.4 TERM** Each director shall hold office for a term of two (2) years, or until appointment of his/her successor, or until he/she resigns, or his/her office becomes vacant by death. If, however, a director misses more than 2 meetings in sequence he or she will be deemed to have resigned. Exceptions to this may be decided on by the Board of Directors in the cases of extreme illness or other unforeseen circumstances.

**9.5 VACANCIES** In the event a vacancy occurs on the board of directors it shall be filled by the board of directors, for the remainder of the term, as long as there is a quorum of directors.

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**9.6 RESIGNATION** Any director may resign by delivering a written resignation to the head office of the Organization. Such resignation becomes effective on the date of its forwarding or any ulterior date specified by the resigning director.

**9.7 REMUNERATION** The directors shall serve as such without remuneration and no director shall directly 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. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Organization.

**9.8 CONFLICT OF INTEREST** No director may mingle the property of the Organization with his/her own property nor may he/she use his/her own profit or that of a third person any property of the Organization or any information he/she obtains by reason of his/her duties, unless he/she is authorized to do so by the members of the Organization.

## **10. POWERS OF THE DIRECTORS**

**10.1 DISBURSEMENTS** The directors may authorize disbursements which further the objectives of the Organization. They may also, by resolution, authorize one or more officers to hire employees and to fix their remuneration.

**10.2 DONATIONS** The directors may take any necessary measures to allow the Organization to solicit, accept or receive gifts or legacies of any kind for the purpose of furthering the objectives of the Organization. The directors may accept any subscriptions, donation; gifts etc... or authorize any officer to do so.

## **11 MEETINGS OF DIRECTORS**

**11.1 CALLING THE MEETINGS** The President or the Executive Director shall have the power, as often as necessary, but at least six times a year on instructions of the president or on written request of two (2) directors to that effect, to call a meeting of the board of directors. A forty-eight (48) hour notice shall be sent before the date of the meeting.

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**11.2 APPOINTMENT OF EXECUTIVE** Each year, immediately after the annual general meeting of the members, a meeting of the newly elected directors shall be held, provided that quorum exists, for the purpose of appointment of the officers of the Organization.

**11.3 EMERGENCY MEETING** A meeting of directors may be called by any means, at least three hours before the meeting, by any person who has the power to convene a meeting of the directors, if such a person feels it is urgent that such a meeting be held. Such notice shall be considered sufficient and the meeting so called shall be valid.

**11.4 PLACE OF MEETINGS.** Meetings of the board of directors shall be held at the head office of the Organization or any other place, which the directors may designate.

**11.5 QUORUM** The majority of directors in office shall constitute a quorum for meetings of directors. A quorum shall be maintained at all times during a meeting.

**11.6 PRESIDENT AND SECRETARY** The President shall preside over all meetings of directors, and the secretary shall be responsible for minutes of the meeting. In his/her absence, the directors shall choose a chairman from their number, and if necessary, any other person competent to serve, as secretary of the meeting.

**11.7 PROCEDURE** The chairman of a meeting of directors shall be responsible for the proper conduct of the meeting and shall submit to a vote all motions made and seconded by the directors. The president shall ensure that reasonable and impartial rules of procedure are followed, subject to the Act and the by-laws of the Organization.

**11.8 VOTE** Any question submitted to the board of directors shall be decided by a simple majority of directors present and voting. Each director may cast one vote and voting shall be by show of hands unless the chairman of the meeting or a director present at such meeting requests a ballot. If a ballot is held, the secretary of the meeting shall serve as scrutineer and count the ballots. In either case, if one or more directors attend a meeting by means of a technical device, they shall indicate verbally, to the secretary of the meeting, the manner in which they cast their vote.

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**11.9 MEETINGS BY TELEPHONE** One, several or all the directors with the consent of all the other directors of the Organization, which may be given before, during or after a meeting, may participate in a meeting of the board of directors by means of a technical device, such as a telephone, which permits them to communicate with the other directors or persons attending the meeting. Such directors are deemed to have attended the meeting which is deemed to have been held in Quebec. A meeting held using such technical means may decide on any question, including the adoption of a by-law, the powers reserved for the directors or the replacement of a director. A director may also disclose any conflict of interest at such a meeting. The secretary of the meeting shall keep minutes of such meetings. The declaration of the chairman and the secretary of a meeting so held to the effect that a director participated at the meeting are valid unless proved otherwise. In the case of an interruption in the communication, the meeting shall be validly constituted if a quorum is maintained.

**11.10 RESOLUTIONS IN LIEU OF MEETING** A written resolution, signed by all the directors entitled to vote on that resolution at a meeting of the board of directors is as valid as if it had been adopted at the meeting. Copies of all such resolutions shall be kept with the minutes of the proceedings of the board of directors.

## **12 OFFICERS AND OTHER REPRESENTATIVES**

**12.1 APPOINTMENT OR ELECTION** The directors shall from among their number elect the President and one or more Vice-Presidents.

**12.2 NEW OFFICES** The directors may create any other offices and name capable persons to perform the duties that they determine.

**12.3 TERM** The mandate of the officers and other representatives of the Organization shall begin with their acceptance of such mandate or when they start performing the duties relating to their office. They shall perform such duties until their successors have been duly appointed by the board of directors.

**12.4 RESIGNATION** Any officer or other representative of the Organization may resign by delivering a written resignation to the head office of the Organization. Such resignation becomes effective on the date of its forwarding or any other ulterior date specified by the resigning officer.

**12.5 PRESIDENT** The President of the Organization shall be its chief executive officer, under the control of the directors. He/she shall exercise all the powers and duties delegated to him/her by the board of directors and shall preside over all meeting of the board. The president shall

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assure that all the decisions and policies adopted or ratified by the members and/or the directors shall be correctly and efficiently put into effect.

**12.6 EXECUTIVE DIRECTOR** The Executive Director shall supervise, administer and generally manage the affairs of the Organization, except for the powers reserved for the directors and for the business which must be transacted by the members at general meetings.

**12.7 SIGNING OF DOCUMENTS** Contracts, documents, and written instruments requiring the signature of the Organization must be signed by the Executive Director. The directors may also designate any other Person's to sign and deliver upon the name of the Organization all contracts, documents or written instruments. The words "contracts, documents or written instruments" includes among other deeds, mortgages, charges, transfer of any nature, pledges, sales, investments, agreements, bonds, debentures and other securities, cheques or other bills of exchange.

## **13 THE MEMBERS**

**13.1 QUALIFICATIONS** Persons interested in furthering the objectives of the Organization, who are majority age, reside in the MRC served by the Organization, and pay the annual membership fee set by the Board of Directors shall be considered members of the Organization.

**13.2 RIGHTS OF THE MEMBERS** Members shall have the right to take part in the activities and/or use the services of the Organization, subject to availability of these activities and/or services. Members shall have the right to vote at the Annual General Meeting of the Organization and any other Special General Meeting(s). Members shall have the right to stand for election of the Board of Directors.

**13.3 FEES** The Board of Directors may set an initiation fee in addition to the Annual Membership Fee.

## **14. MEETINGS**

**14.1 LOCATION OF MEETINGS** Meetings shall take place at the office of the Organization or at any other place in the MRC which is served by the Organization as designated by the Board of Directors.



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**14.2 CONTENTS OF NOTICE** A notice of meeting shall indicate the place, date and time of the meeting. The notice need not specify the business of the meeting unless it is the adoption or ratification of a by-law.

**14.3 ANNUAL GENERAL MEETING** The Annual General Meeting of the members of the Organization shall be held within the four (4) months period following the fiscal year-end of the Organization. At such meetings the members shall receive copies of the financial report, elect directors and decide on any matter which such a meeting can legally decide upon.

**14.4 SPECIAL GENERAL MEETING** The Board of Directors shall call such a meeting when it deems it necessary. Special meeting of the members shall be held at any place determined by the Board of Directors.

**14.5 NOTICE OF MEETINGS OF THE AGM AND SPECIAL GENERAL MEETINGS** In addition to a public notice, a written notice of meeting of the Organization shall be sent to each member who is entitled to attend such meeting. Notice shall be sent at least 14 days prior to the meeting.

**14.6 QUORUM** In the case of the Annual General Meeting or a Special General Meeting, the quorum shall be established as those present.

## **15. MEMBERS RIGHT TO VOTE**

**15.1 GENERAL PRINCIPLE** Each member is entitled to one (1) vote at a meeting of the members. The right to vote is accorded to those members who are listed in the register of the members on the date of the meeting. A member in arrears in payment of his/her membership fee shall not be entitled to vote.

**15.2 VOTE BY SHOW OF HANDS** Any question submitted to a meeting of the members shall be decided by a vote cast by a show of hands, unless a ballot is requested or unless the chairman of the meeting designates another manner of voting. The chairman of the meeting shall be entitled to a second vote in the event that a vote is tied.

**15.3 BALLOT** Voting at a meeting of the members shall be by ballot if the chairman of the meeting or at least twenty per cent (20%) of those present so request. Each member shall deliver to the scrutineer of the meeting a ballot on which appears his/her name and the manner in which his/her vote is cast. A vote by ballot may be requested before or after a vote by show of hands, and such request may be withdrawn before the ballot is taken.

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**15.4 SCRUTINEER** The chairman of the meeting of the members may appoint one or more persons, who need not be officers nor members of the Corporation, to act as scrutineer at any meeting of members. In the absence of such appointment, the secretary of the meeting shall act as the Scrutineer. The Scrutineer shall take into account any ballots received by mail given to him/her by the secretary of the meeting, if a vote by mail has been provided for.

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