

Canadian Council for International Co-operation
Conseil Canadien pour la Coopération Internationale
(the "Council")

BY-LAW NO. 1

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance of the Corporation from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for-profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the *Canada Corporations Act*. The Corporation is hereafter referred to as the "Council".

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SECTION 1 – GENERAL

1. Definitions

In this by-law and all other by-laws of the Council, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment,

amalgamation, continuance, reorganization, arrangement or revival of the Council;

"**Board**" means the Board of Directors of the Council and "Director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Council as amended and which are, from time to time, in force and effect;

"**Council**" means the Canadian Council for International Co-operation, a corporation incorporated under the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Council that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**provincial and regional councils**" mean coalitions of voluntary organizations, of a province or region, involved in international cooperation;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; "**rules and procedures/policies**" means the documents published as approved by the Board, in accordance with the by-law, governing internal matters of the Council pursuant to and subject to the provisions of the Act; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The seal of the Council shall be in such form as shall be prescribed by the Board of Directors of the Council and shall have the words "CANADIAN COUNCIL FOR INTERNATIONAL COOPERATION / CONSEIL CANADIEN POUR LA COOPERATION INTERNATIONALE"

inscribed thereon. The seal shall always remain in the custody of the President-Chief Executive Officer.

4. Execution of Documents

All contracts, documents or any other instrument in writing requiring the signature of the Council, shall be signed by any one of the Chairperson, Treasurer, President-Chief Executive Officer or Vice Chairperson designated by the Board of Directors, and cheques shall be signed by any two of the above. The Board of Directors may by resolution appoint other senior staff to sign cheques and contracts for operations already approved by the Committee of Chairs or Board of Directors. All contracts, deeds, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The seal of the Council, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

5. Financial Year

The financial year of the Council shall end on the 31st day of March of each year.

6. Borrowing Powers

The Directors of the Council may, without authorization of the members:

- a) borrow money on the credit of the Council;
- b) limit or increase the amount to be borrowed;
- c) give a guarantee on behalf of the Council to secure performance of an obligation of any person;
- d) issue debentures of other securities of the Council;
- e) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- f) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Council, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Council, and the undertaking and rights of the Council.

The Directors may, by resolution, delegate the powers referred to in paragraph 6 herein to a director, a committee of directors or an officer.

7. Annual Financial Statements

The Council may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Council and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8. Languages

The working languages of the Council shall be French and English. In the working instruments, English and French texts shall have equal status.

SECTION 2 - MEMBERSHIP

9. Membership Conditions

Membership shall be open to charitable or not for profit associations and organizations which have objectives in harmony with those of the Council and which meet membership criteria for each class established by the Board of Directors.

Subject to the articles, there shall be two classes of members in the Council, namely, "ordinary members" and "associate members". The Board of Directors of the Council may, by resolution, approve the admission of the members of the Council. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Ordinary Members:

- a) Ordinary members shall be associations or organizations, including provincial and regional councils, which have been accepted for membership by the Board of Directors. One accredited representative of each member organization and council, in good standing and present at an annual or general meeting, shall have one vote.
- b) As set out in the articles, each ordinary member is entitled to receive notice of, attend and vote at all meetings of members.

Associate Members:

- a) Associate members shall be the associations or organizations which have been accepted for membership by the Board of Directors. They shall not be entitled to vote at meetings of members.
- b) Subject to the Act and the articles, each associate member shall be entitled to receive notice of, and attend meetings of the members of the Council.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this paragraph of the by-laws if amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership is not transferable. Membership cannot be transferred to another class without approval from the Board.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

11. Membership Dues

The membership dues shall be established by the Board of Directors from time to time, subject to the ratification of the members at the next annual general meeting.

12. Termination of Membership

A membership in the Council is terminated when:

- a) the member organization/association is liquidated and dissolved;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Council is liquidated and dissolved under the Act.

Any member may withdraw from the Council by delivering to the Council a written resignation.

13. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

14. Discipline of Members

The Board shall have authority to expel any member from the Council for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Council;
- b) carrying out any conduct which may be detrimental to the Council as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Council.

The member has the right of appeal to an annual general meeting.

SECTION 4 – MEMBERS' MEETINGS

15. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the bylaws.

16. Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the member/members who signed the requisition may call the meeting.

17. Proposals at Annual Members' Meetings

A member entitled to vote at an annual meeting of members may submit to the Council notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "proposal"; within 90 to 150 days before the anniversary of the previous annual meeting of members.

Subject to the regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Place and Date of Members' Meeting

The annual meeting of the members of the Council shall be held at the head office of the Council or elsewhere in Canada as the Board of Directors may designate, on the day and at the time prescribed by the Board of Directors, which date shall be within fifteen (15) months of the last annual general meeting and not more than six (6) months following the end of the fiscal year of the Council. At such a meeting, the members shall elect a Board of Directors and shall receive a report of the work and financial statement of the Council.

20. Quorum at Members' Meetings

- a) One quarter of the members in good standing shall constitute a quorum at any annual or special general meeting.
- b) If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21. Votes to Govern at Members' Meetings

At all meetings of members every question shall be determined by a majority of votes, unless otherwise provided by the articles or by-laws or by the Act.

22. Participation by Electronic Means at Members' Meetings

If the Council chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this paragraph who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Council has made available for that purpose.

23. Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Council call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. Absentee Voting

Absentee voting is not allowed.

SECTION 5 - DIRECTORS

25. Number of Directors

- a) The Board of Directors shall consist of 14 members, being directors at large, comprised of:
 - a. 10 persons nominated and elected by members, excluding those representing the provincial and regional councils;

- b. 4 nominees of provincial and regional councils, one of which shall be from Quebec, the others to be chosen from the other provincial and regional councils according to a process decided upon by the Board of Directors.
- b) The Board of Directors will have approved guidelines available for members to use in the nomination and elections process to contribute to a diverse and representative makeup for the Board of Directors.
- c) The Board shall have the power to fix the number of directors at a lesser number should they determine advisable, but the number shall not be less than seven (7).
- d) The Directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.
- e) Members of the Board of Directors shall serve in a personal capacity.
- f) The Board of Directors shall be chaired by the Chairperson, or by the Vice Chairperson or alternatively by a person selected from amongst their number.

26. Term of Office of Directors

A person can serve as Director of the Council for a maximum of three consecutive terms of two years each.

The Board of Directors may designate that the terms of certain positions open for election may be for a duration of one year instead of two years in order to balance the election of board members

27. Remuneration

The members of the Board of Directors as such shall not receive any remuneration for their services, but expenses of their attendance at meetings or conferences may be paid.

28. Vacancy in Office

- a) Removal from the Board

The office of any Director shall be automatically vacated if:

- a. a written resignation is provided to the Council;
 - b. after due notification, two thirds of the members of the Council present at an annual general meeting or special meeting of the general membership vote in favour of a resolution to remove said Director;
 - c. the Director misses two consecutive meetings of the Board of Directors without due notice to the Board of his or her inability to attend;
 - d. the Director ceases to be with the member organization he or she was serving at the time of his or her election, unless otherwise determined by the Board of Directors.
- b) Should a vacancy occur in the Board of Directors, the Board may fill the vacancy with a representative of a member organization of the Council.

29. Committees of the Board of Directors

The Board of Directors shall have the authority to appoint such standing or special committees as it may deem necessary.

30. Coalitions and Funding Mechanisms

The Board of Directors may create coalitions and funding mechanisms at the request of members and following established criteria. Legally all such coalitions and funding mechanisms are accountable to the Board of Directors of the Council.

31. Executive Committee

a) There shall be a Committee of Chairs of the Board comprised of the following:

- the Chairperson
- one Vice-Chairperson
- one Treasurer
- one Chair of the Membership Committee
- one Chair of the Governance/Nominations/HR Committee

elected by the Board of Directors for a term of one year at the first Board meeting immediately following the annual members meeting.

b) The Committee of Chairs acts on behalf of the Council between meetings of the Board of Directors, but does not have the power to repeal, vary, add to or amend the by-laws of the Council.

c) The Chairperson at each meeting of the Board of Directors shall provide to the Board of Directors all minutes of meetings of the Committee of Chairs approved by the Committee of Chairs since the most recent meeting of the Board of Directors. The Board may, in cases where the Board is of the opinion that the Committee of Chairs has acted contrary to the policies and the objectives of the Council, rescind or amend a decision or resolution by the Committee of Chairs, provided such action does not infringe on the rights of third parties. In the latter case, the Board may not take action, but may dismiss members of the Committee of Chairs.

d) During meetings of the Committee of Chairs, Treasurer, Chair of the Membership Committee, and Chair of the Governance/Nominations/HR Committee will report on any significant items that transpired at their respective committees since the last meeting.

e) Members of the Committee of Chairs shall be subject to removal by resolution of the Board of Directors at any time.

e) A majority of the members of the Committee of Chairs shall constitute a quorum.

SECTION 6 – BOARD OF DIRECTORS’ MEETINGS

32. Calling of Meetings of the Board of Directors

A Board of Directors' meeting may be formally called by the Chairperson or Vice Chair or on the direction, in writing, of two Directors.

33. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in paragraph 15 on giving notice of meeting of members of this by-law to every Director of the Council not less than seven (7) days before the time when the meeting is to be held. No formal notice of any meeting shall be necessary if all the Directors are present or if those who will be unable to attend have signified their consent to the meeting being held in their absence.

No error or omission in giving notice for a meeting of Directors shall invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of such meetings and may ratify and approve any or all proceedings taken or had thereat.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

34. Votes to Govern at Meetings of the Board of Directors

50% of the members of the Board of Directors shall constitute a quorum.

SECTION 7 – OFFICERS

35. Appointment of Officers

The Board may designate the offices of the Council, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Council. A Director may be appointed to any office of the Council. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

36. Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Council, if designated and if officers are appointed, shall have the following duties and powers associated with the positions:

- a) The Officers of the Council shall be five (5). A Chairperson of the Board of Directors, one Vice-Chairperson, one Treasurer, one Chair of the Membership Committee, one Chair of the Governance/Nominations/HR Committee shall be elected by the Board of Directors.
- b) The Chairperson of the Board shall preside at all general meetings of the Council, Board of Directors meetings and Committee of Chairs meetings, and will act as one of the spokespersons for the Council. The Chairperson of the Board shall see that all orders and resolutions are put into effect.
- c) A Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.
- d) The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all monies and other valuable effects in the name and to the credit of the Council and in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Council as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all financial transactions and of the financial position of the Council. The Treasurer may, with the consent of the Board of Directors, delegate duties to employees of the Council and shall perform such other duties as may from time to time be determined by the Board of Directors.

SECTION 8 - THE PRESIDENT-CHIEF EXECUTIVE OFFICER

37. Appointment and Duties

The Board shall appoint a President-CEO of the Council who shall be responsible for the day to day management of the Council. The person in this position shall report directly to the Board of Directors, develop and implement the Council's strategies, manage staff, oversee the operations of the national office, act as an official spokesperson for the Council and shall perform all such other duties as are customary for a chief executive officer of an organization similar in size and operation to the Council. The President-Chief Executive Officer shall be responsible for the general management of the affairs of the Council and shall perform such other duties that may be prescribed by the Board of Directors or the Chairperson.

The President-Chief Executive Officer shall attend all sessions of the Board of Directors and the Committee of Chairs and all annual or special general meetings of the members and shall be responsible for the recording of all votes and minutes of all proceedings in the books to be kept for these purposes. The President-Chief Executive Officer shall give or cause to be given notice to all such meetings.

The President-CEO will be required to be accountable for his or her actions at each Board of Directors meeting and at the annual members meeting. The person will be hired for a period of three years, renewable upon mutual agreement. He or she shall be custodian of the seal of the Council.

SECTION 9- DISPUTE RESOLUTION

38. Mediation and Arbitration

Unless otherwise required by the provisions of the Act, disputes or controversies among members, directors, officers, committee members, or volunteers of the Council must be resolved in accordance with mediation and/or arbitration as provided in paragraph 39 of this by-law.

39. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Council arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Council is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Council is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this paragraph shall be borne equally by the parties to the dispute or the controversy.
- e) All costs of the arbitrators appointed in accordance with this paragraph shall be borne by such parties as may be determined by the arbitrators.

SECTION 10: BY-LAWS AND EFFECTIVE DATE

40. By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Council. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This paragraph does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-Law of the Council, as approved by the members of the Council by special resolution on the day of 24 May, 2013, and to be effective on the date that the Council continues under the *Canada Notfor-Profit Corporations Act*.

DATED as of the 24 day of May, 2013.

Amended by Ordinary Resolution on May 8, 2018