

**BY-LAWS**  
**OF THE**  
**CANADIAN COUNCIL FOR**  
**INTERNATIONAL CO-OPERATION**

**Revised and Approved**  
**February 20, 2009**

**A By-Law relating generally to the  
transaction of the business and affairs of the  
Canadian Council for International Co-operation**

**BE IT ENACTED AS BY-LAW OF THE** Canadian Council for International Co-operation (hereinafter referred to as the Council) as follows:

**PREAMBLE**

The Council is a coalition of Canadian voluntary sector organizations working globally to achieve sustainable human development. CCIC seeks to end global poverty, and to promote social justice and human dignity for all.

**OBJECTS**

1. The objects of the Council shall be to promote and mobilize greater Canadian participation in assisting international development. In connection with the foregoing:
  - a) to create and sustain a strong and dynamic coalition of Canadian voluntary organizations engaged in international development through overseas and domestic programs, development education, and other appropriate activities;
  - b) to consistently reflect in all the Council's policies, activities and services, the principal philosophies embodied in the Council Mission and Charter of Development Principles;
  - c) to facilitate effective member networking;
  - d) to co-ordinate and support members' activities in an appropriate manner;
  - e) to provide leadership on issues of concern to members;
  - f) to provide members with relevant and effective services;
  - g) to be an effective representative and advocate for international development concerns on behalf of the membership.
2. The corporation will be carried on with no gain to its members and any profits accruing to it will be used in promoting its objects.
3. In the event of dissolution of the corporation, assets remaining after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada.

## **LANGUAGES**

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

## **CORPORATE SEAL**

5. 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 CO-OPERATION / CONSEIL CANADIEN POUR LA COOPÉRATION INTERNATIONALE" inscribed thereon. The seal shall always remain in the custody of the President-Chief Executive Officer.

## **HEAD OFFICE**

6. The head office of the Council shall be located in the City of Ottawa in the Regional Municipality of Ottawa-Carleton and the Province of Ontario, Canada, at a place therein where the business of the Council may effectively be conducted.

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

## **MEMBERSHIP**

7. a) Membership shall be open to national, regional and community voluntary 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.
- b) There shall be two classes of members:
  1. "Ordinary" members shall be the associations or organizations which have been accepted for membership by the Board of Directors. One accredited representative of each member organization in good standing present at an annual or general meeting shall have one vote.
  2. "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 but shall be entitled to receive notice of and to attend an annual general meeting of the Council.

"Ordinary" members are divided into four categories identified as A, B, C or D. Categories A, B or C are determined by the membership fee structure. Category D will be comprised of Provincial and Regional Councils.

Provincial and Regional Councils as referred in the present By-Laws mean coalitions of voluntary organizations of a province or region, involved in international development. Such Provincial and Regional Councils are "ordinary" members of CCIC.

- c) The Board of Directors is empowered to approve acceptance of a member or to change the membership category of a member subject to ratification at the annual general meeting.
- d) The membership fees 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.
- e) Any member may withdraw from the Council by delivering to the Council a written resignation.
- f) Any membership may be terminated by the Board of Directors for cause, providing that member has the right of appeal to an annual or general meeting.
- g) The Board of Directors may appoint an honorary patron who meets the criteria established by the Board of Directors.

## **BOARD OF DIRECTORS**

- 8. a) The Board of Directors shall consist of 14 members, being Directors at large, comprised of:
  - (i) 7 persons to be nominated and elected by Category A Members;
  - (ii) 3 persons to be nominated and elected by the Category B Members and Category C Members, voting together; and
  - (iii) 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) Members of the Board of Directors shall serve in a personal capacity.
- c) 50% of the members of the Board of Directors shall constitute a quorum.
- d) 1. Calling of Meetings

Directors' meetings may be formally called by the Chairperson or Vice-Chairperson or on the direction, in writing, of two Directors.

2. Notice of Meetings

Notice of such meetings shall be mailed, delivered, telephoned or telegraphed to each Director not less than seven days before the meeting is to take place.

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.

- e) 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.
- f) A person can serve as Director of the Council for a maximum of three consecutive terms of two years each, notwithstanding that such Director may have been elected by different members, provincial and regional councils, under Article 8 (a) of the By-Laws of the Council.

g) 1. 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.

- 2. Should a vacancy occur in the Board of Directors, the Board of Directors may fill the vacancy with a representative of a member organization of the Council.
- h) 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.

- i) The Council delegates to the duly elected Board of Directors all powers which are not expressly reserved to its members by the terms of Part II of the Canadian Corporations Act of Canada and by article 8(i) of CCIC's By-Laws.
- j) The Board of Directors may engage a President-Chief Executive Officer.

## **EXECUTIVE COMMITTEE**

- 9. a) There shall be an Executive Committee of the Board comprised of the following:
  - the Chairperson, one Vice-Chairperson, one Treasurer and one member at large elected by the Board of Directors for a term of one year at the first Board meeting immediately following the AGM.
- b) The Executive Committee 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 Corporation.
- c) The Chairperson at each meeting of the Board of Directors shall provide to the Board of Directors all minutes of meetings of the Executive Committee approved by the Executive Committee since the most recent meeting of the Board of Directors. The Board may, in cases where the Board is of the opinion that the Executive has acted contrary to the policies and the objectives of the Council, rescind or amend a decision or resolution by the Executive Committee, 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 Executive.
- d) Members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time.
- e) A majority of the members of the Executive shall constitute a quorum.

## **DUTIES OF OFFICERS**

- 10. a) The Officers of the Corporation shall be four (4). A Chairperson of the Board of Directors, one Vice-Chairperson, one Treasurer and one member at large, shall be elected by the Board of Directors.

The Chairperson of the Board shall preside at all general meetings of the Council, Board of Directors meetings and Executive Committee 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.

- b) A Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

- c) 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.
  
- d) All directors and officers of the organization and their heirs, executors, administrators, estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the organization from and against:
  - 1. all costs, charges and expenses whatsoever that such directors or officers sustain(s) or incur(s) in or about any action suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of their office, unless it was by their own wilful neglect or default; and
  - 2. all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the organization except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

### **NOMINATIONS COMMITTEE**

- 11. The Board of Directors shall appoint a three (3) person Nominations Committee which shall be drawn from the member organizations of the Council and which shall be chaired by a person appointed by the Board of Directors. The Committee shall solicit nominations to the Board of Directors and may recommend election procedures to the Board of Directors.

### **OTHER COMMITTEES**

- 12. a) The Board of Directors shall have the authority to appoint such standing or special committees as it may deem necessary.
  
- b) 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 CCIC.

## **DUTIES OF THE PRESIDENT-CHIEF EXECUTIVE OFFICER**

13. The President-Chief Executive Officer shall attend all sessions of the Board of Directors and the Executive Committee 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 and shall perform such other duties as may be prescribed by the Board of Directors or the Chairperson. The person in this position shall report directly to the Board of Directors, develop and implement CCIC'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 a corporation 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.

He or she will be required to be accountable for his or her actions at each Board of Directors meeting and at the Annual General 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.

## **MEETINGS**

14. a) 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.
- b) Member organizations shall be polled by writing one month prior to each annual or special general meeting of the Council to determine their accredited representatives.
- c) Twenty-one (21) days notice of the meeting and of the special business of the meeting shall be given to each member of the Council of an annual or special general meeting.
- d) At all meetings of members of the Council every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act, 1965, or by these By-Laws.
- e) In the event that a member proposes to place before a meeting of the Council for approval, a resolution requiring the Council to take a public position on a substantive issue, the following pre-condition must be met:

- Notice of motion setting out the terms of the resolution, in writing, must be received by the President-Chief Executive Officer at least 40 days in advance of the meeting at which it is proposed that the resolution be presented for adoption. The President-Chief Executive Officer shall forward the notice of motion to all members of Council by prepaid post at least 21 days in advance of the said meeting of Council.
- f) One quarter of the members in good standing shall constitute a quorum at any annual or special general meeting.

### **AMENDMENTS OF BY-LAWS**

15. The By-Laws of the Council may be repealed or amended by By-Laws enacted by the Board of Directors and approved by a majority of the members present and voting at an annual or special general meeting of the Council, the notice of which, given by prepaid post addressed to each member of Council at least one month in advance of the meeting provided the enactment, repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs of Canada has been obtained.

### **FINANCIAL YEAR**

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

### **AUDITORS**

17. The members shall at each annual meeting appoint an auditor to audit the accounts of the Council to hold office until the next meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of auditor shall be fixed by the Board of Directors.

### **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

18. 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 Executive Committee or Board of Directors. All contracts, deeds, documents and instruments in writing so signed shall be binding upon the corporation 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.

## **RULES AND REGULATIONS**

19. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Council as they deem expedient, provided that such rules and regulations shall have force and effect unless rescinded at an annual general meeting of the Council.
20. The directors of the Corporation may from time to time:
  - a) borrow money upon the credit of the Corporation;
  - b) limit or increase the amount to be borrowed;
  - c) issue debentures or other securities of the Corporation;
  - d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
  - e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, 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 Corporation, and the undertaking and rights of the Corporation; and
  - f) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.

The powers set out above may be delegated by the directors to such officer, officers, director or directors of the Corporation to such extent and in such manner as the directors may determine from time to time.

21. In these By-Laws the singular shall include the plural and the plural the singular.
22. 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.