

GOVERNANCE POLICIES

**Policies relating generally to the transaction of the business and affairs of
The Council of Canadians - Le conseil des canadiens**

Approved by the Board of Directors – January 2014

MEMBERS, SUPPORTERS AND AFFILIATED ORGANIZATIONS AND ABORIGINAL GROUPS

Member

1. As provided in the *Not-for-profit Corporations Act*, members of the Council have the following rights:
 - To attend and vote at the Annual General Meeting on all matters
 - To elect the directors and to remove any of them
 - To receive the Report of the Public Accountant
 - To appoint the public accountant
 - To initiate amendments to Articles 2, 5, 10 and 11 of the By-laws
 - To receive a copy of the Annual Report. A summary of the Annual Report will be published in a regular Council publication and a copy of the full report will be available on request.
2. Members of the Council shall also have the right to consult on Council policies and procedures.
3. As provided in the By-laws, members of the Council shall be selected by each Chapter, each Affiliated Organization and Aboriginal Group, and the Board of Directors.
4. To qualify to be a member, s/he must also be a Supporter.

Supporter

5. Any individual who supports the vision, mission and principles of the Council of Canadians and who makes an annual financial contribution of no less than \$10, or such other amount as the Board of Directors may determine, will be considered a Supporter of the Council of Canadians. As activists and financial contributors, Supporters are essential to the work of the Council.
6. Supporters of the Council have the right to consult on the governance, finances, policies and procedures of the Council at meetings which the Board of Directors shall call for these purposes. Supporters also have the right to receive a copy of the Annual Report.

Affiliated Organization/Aboriginal Groups

7. The Board of Directors may from time to time approve affiliation for organizations and for Aboriginal Groups which endorse the vision, mission and principles of the Council. Affiliated status will require the payment of an affiliation fee as determined by the Board of Directors.
8. Pursuant to section 3.01 of the By-laws, each Affiliated Organization and Aboriginal Group may appoint one member of the Council of Canadians who shall serve at the pleasure of the Organization/Aboriginal Group. The name of the member shall be provided in writing to the Board of Directors no later than September 10 of each year, or such other deadline as the Board of Directors may establish in order to conform with the AGM notice provision in section 4.05 of the By-laws.
9. In case of any dispute about the eligibility of a member to serve in that capacity, the Board of Directors shall make a determination which shall be final and binding on all parties.

RESOLUTIONS PROCESS AND ISSUES

1. Resolutions from Chapters and Affiliated Organizations and Aboriginal Groups are an important part of the Council's policy development process. Resolutions concerning matters of policy or Council governance may be sent at any time to the Board of Directors, which shall consider them expeditiously.
2. As part of the annual cycle of activities, the Board of Directors shall call one or more meetings of members and/or supporters, and may establish a deadline for submission of resolutions for consideration at such meetings. The Board of Directors shall appoint a Resolutions Committee which shall review the submissions with the relevant originating party to ensure they are in the correct form and not in violation of fundamental Council principles. The Committee shall submit the resolutions to the meeting in the order they are received without recommendation

CHAPTERS

1. Chapters are the primary vehicle to involve Supporters directly in the campaigns and ongoing work of the Council of Canadians.
2. Supporters may join or associate together in chapters for more effective coordination of activity. Actions by supporters – individually or collectively – taken on behalf of or in the

name of the Council shall be consistent with its vision, mission and principles, as well as the bylaws and policies. All significant activity undertaken by chapters must be reported to the Head Office.

3. Any five (5) or more Supporters in any city, town or other municipality may apply to the Board of Directors to form a local chapter. The Board of Directors may from time to time establish regulations regarding the establishment and conduct of chapters, and may withdraw its consent for the continuation of a chapter at any time. All chapters shall meet the following requirements:
 - i) Each chapter will establish in writing, with consultation and approval from the Head Office, adequate mechanisms to ensure effective internal decision-making and communication, and financial accountability for all funds received and disbursed in the course of their activities.
 - ii) In addition to participating in the ongoing campaigns and activities of the Council, chapters may hold local seminars and other events to publicize the goals and objectives of the Council and to raise public awareness of important issues.
 - iii) The Board of Directors will also establish guidelines and procedures for financial support of chapters through local activities and national funding.
 - iv) For greater certainty, each chapter and its members acknowledge and agree that chapters are voluntary associations and do not have the power, authority or capacity to act on behalf of, or to bind, the Council in any matter.

For purposes of being a Recognized Chapter for the purposes of selecting a member of the Council of Canadians or putting forward a candidate to be a director, the chapter must additionally meet the following qualifications:

- v) The chapter shall convene an annual chapter general meeting and at such meeting the members shall receive and approve an annual report, including a financial statement. The chapter shall submit to the Board of Directors, no later than June 30 of each year, a report including a list of the chapter members and, no later than August 15 of each year, a copy of the annual report approved by the members.
4. No chapter member shall receive any remuneration for work done in the name of the Council unless authorized in writing by Head Office.

Chapter Appointment to the Membership and Representation to the Board of Directors

5. Pursuant to section 3.01 of the By-laws, each Recognized Chapter may appoint one member of the Council of Canadians, providing that the selection is made in a democratic fashion. The name of the member shall be provided in writing to the Board of Directors no later than September 10 of each year, or such other deadline as the Board of Directors may establish in order to conform to the AGM notice provision in section 4.05 of the By-laws.

6. In case of any dispute about the eligibility of a member to serve in that capacity, the Board of Directors shall make a determination which shall be final and binding on all parties.
7. In order to encourage communication between Council chapters and the Board of Directors and as provided in section 5.03(e) of the By-laws, the Nominating Committee shall include on the slate of candidates presented to the Annual General Meeting, those who are selected in this process:
 - i) One representative of the chapters from each of the following four regions: (a) British Columbia and Yukon; (b) Alberta, Saskatchewan, Manitoba and the Northwest Territories; (c) Ontario, Quebec and Nunavut; and (d) Nova Scotia, Newfoundland and Labrador, New Brunswick and Prince Edward Island will be designated as a Regional Chapter Representative. Each shall be selected by the chapters on a region-by-region basis at or before the chapter caucus meeting to be held in advance of each Annual General Meeting.
 - ii) On a region-by-region basis, to the extent that there is a vacancy with respect to the Regional Representative of the Chapters, each chapter recognized by the Board of Directors in accordance with Section 3 may nominate one (1) candidate and may exercise one (1) vote for Regional Chapter Representative for that chapter's region.
 - iii) The Board of Directors may from time to time implement appropriate election procedures to ensure that each chapter may exercise their vote whether or not that chapter has a delegate at the meeting at which the election is held.

BOARD OF DIRECTORS

1. Directors shall not receive any remuneration for serving in that capacity. They are entitled to reimbursement of reasonable expenses incurred in attending meetings of the Board, the Executive Committee or other committees, or in otherwise fulfilling the duties of office, in accordance with the policies adopted from time to time.
2. A director may be engaged by the Council to provide professional services and shall be entitled to receive the standard fees associated with providing such services, provided that:
 - i) there is no undue influence in the awarding of any such contract, and
 - ii) the director is not involved in any decision that relates to the awarding or continuation of any such contract, and
 - iii) all such engagements shall be approved by the Executive Committee.
3. Every director or officer of the Corporation 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 his/her heirs, executors and administrators, and estates 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 whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
4. The Board of Directors may from time to time appoint signing officers of the Council who are empowered to enter into contracts, or sign any instruments in writing on behalf of the Council.
 5. The financial year of the Council shall be Jpuct{ 1 to F gego dgt 33. The financial year may be changed at any meeting of the Board of Directors.

Approved by the Board of Directors – January 2014

ETHICAL PURCHASING POLICY

1. POLICY

The Council of Canadians recognizes the importance of making ethical purchases that are consistent with the progressive politics and responsible financial management of the organization.

2. GUIDING PRINCIPLES

Whenever possible, the Council is committed to purchasing goods and services that are:

- Unionized
- Fairly traded
- Environmentally friendly
- Council offices and meetings will be held in facilities that adhere to LEED (Leadership in Energy and Environmental Design) standards for sustainable building practices
- Made-in-Canada and locally produced
- Organic and Vegetarian food will be emphasized; vegan and meat options will be provided
- Offered by cooperatives
- And other goods and services related to specific concerns raised by ongoing Council campaigns

3. APPLICATION

In addition to the regular operations of The Council of Canadians, this policy applies to all public events for which the National or Regional offices of the Council are solely responsible, including the Council's Annual General Meeting and major campaign tours as well as regular business meetings such as Board meetings, Regional Annual Meetings, and Board-Staff Development days.

4. ROLES AND RESPONSIBILITIES

Directors are accountable for:

- Approving purchases and ensuring staff compile and maintain up-to-date lists of preferred goods and services providers in accordance with this policy;

Employees are accountable for:

- Compiling and maintaining, in accordance with this policy, lists of goods and services providers for the National and Regional offices, and making such purchases as requested.

5. PROCEDURES

All Staff and Board are encouraged to suggest products and services that may be added to the lists maintained by the National and Regional Offices. Approval for such purchases is the responsibility of Directors in accordance with the annual budget approved by the Board.

*Adopted by the Board of Directors, November 4, 2005
Amended October 27, 2013 at the Annual Business Meeting in Saskatoon, SK*

NON-VIOLENCE POLICY

The Council of Canadians believes in peaceful protest and non-violent civil disobedience. We do not damage property or engage in any form of aggressive behaviour toward police and other security personnel. We do not condone violence against persons or property in our organization or our movement. We believe that our message of peace and justice is not served by images of violence and destruction, and that in the common struggle to build a better world our methods must be consistent with our goals. We believe that a better world is possible and that it must be modeled in our movement.

Adopted by the Board of Directors in 2001
