The Good Governance Task Force would like to thank the Board of Directors and Council members for placing confidence in us to recommend changes to the governance of this important organization. It was clear from the beginning that although Task Force members came with very different backgrounds and experiences, we all had our focus on what was best for the Council of Canadians. The recommendations of the Task Force represent the existence, consideration and discussion of: Canada’s Not-for-Profit Corporations Act, the vision, mission, history and current operating context of the Council, best practices of corporate governance and like-positioned organizations, and a commitment to diversity, inclusion and moving forward. Our goal is to ensure that the Council is not only sustained, but strengthened and revitalized with an open, inclusive, diverse and democratic structure. Our recommendations are intended to reflect and support the Council as a member-based, movement-driven, progressive national organization.

The Council of Canadians Good Governance Task Force was established by resolution at the June 2019 Annual Members Meeting with a mandate to bring forward recommendations for the membership’s consideration to address:

a) The structure, size and composition of the Board of Directors with regard to effectiveness, balance and diversity.

b) The method of electing the Board of Directors.

c) Term limits for the Board of Directors.

d) Electoral processes.

e) Successor planning.

f) The relationship between different components* of the Council, including but not limited to between Chapters and between the Chapters and National office.

g) The Council’s membership structure.

h) Other recommendations on matters identified by the Task Force as significantly related to its mandate.

* Components identified in the “Council Renewal” resolution also adopted at the Annual Meeting of Members (AMM) are: the Chapters, staff, the Board, affiliated organizations, allied unions and student groups, donors, and the tens of thousands of individual supporters across the country and internationally.

Good Governance Task Force recommendations will be voted on at a special meeting of the membership scheduled for March 15, 2020 during the day with consideration to all time zones. Approved recommendations will be in effect for the AMM on June 28, 2020 unless otherwise noted.

The Good Governance Task Force held its first video conference meeting November 15, 2019 and since then, there have been four video conference meetings and one face-to-face meeting December 14 and 15, 2019 in Ottawa. Task Force members shared their biographical notes and responses to the questions asked of Task Force applicants in an effort to begin the process of getting to know one another and working together. The Task Force upheld the vision that is articulated on the Council of Canadians’ website at canadians.org/vision and was informed by resolutions and proposals passed by the membership as well as written feedback.
Task Force deliberations resulted in our presenting 33 recommendations for the membership to vote on. In this report, we are providing a rationale for each one of them. We wish to point out that every recommendation has been made with an equity lens and in the spirit of strengthening the national organization by broadening and continually attracting new, diverse members from coast-to-coast-to-coast, providing clear, concise, transparent governance guidelines in compliance with the Council’s legal statutory obligations, and modernizing the bylaws that were conceived in 1985 in order to meet the challenges of today and the future.

The 33 recommendations have been grouped into eight motions that will be put forward at the Special Meeting of Members on March 15, 2020. Further down in the report you will find the recommendations that are included in the eight motions with a rationale attached. In addition, please refer to the proposed bylaws at the end of this document.

The recommendations are categorized as follows:

- Interpretation of Bylaws
- Membership Bylaws
- Board Bylaws
- Membership Policy
- Board Policy
- Chapters
- Miscellaneous
RECOMMENDED MOTIONS FOR THE SPECIAL MEETING

Motion 1:

- **Implementation and Housekeeping**
  - Recommendation #1 – to approve the by-laws as amended to reflect all adopted recommendations, apply gender neutral language and other housekeeping changes.

Motion 2: That the following **bylaw** amendment recommendations by the Council's Good Governance Task Force regarding **the Membership** and **Meetings of Members** be approved:

- **Section 3 – Membership**
  - Recommendation #2 – One membership status “individual” open to all, similar to pre-2013.

- **Section 4 – Meetings of Members**
  - Recommendation #3 - Electronic voting options for all meetings and elections.

Motion 3: That the following **by-law** amendment recommendations by the Council's Good Governance Task Force regarding **the Board** be approved:

- **Section 5 – Directors**
  - Recommendation #4 – Number of Directors = 16 (Four (4) regional Representatives + 12 at-large)
  - Recommendation #5 – Elections process and timing
  - Recommendation #6 – Qualifications – all Directors
  - Recommendation #7 – Qualifications – Regional Representatives
  - Recommendation #8 – All Directors equal
  - Recommendation #9 – Terms – two (2) years
  - Recommendation #10 – Chairperson to be elected by the Board
  - Recommendation #11 – Board Commitment – maximum of six consecutive years
  - Recommendation #12 – Transition to new six-year maximum.
  - Recommendation #13 – Nominating Committee: No slates, all eligible candidates presented
  - Recommendation #14 – Appointments to fill vacancies
  - Recommendation #15 – Conflict of Interest and Conduct
• Recommendation #16 – Board Officers – positions and duties
• Recommendation #17 – Board Vice-Chair or Co-Chair option

• Section 8 – Committees
  • Recommendation #18 – Board Committees - general
  • Recommendation #19 – Board Executive Committee
  • Recommendation #20 – Nominating Committee

Motion 4: That the proposed bylaw amendments that reflect recommendations 1 to 20 be approved as the new bylaws for the Council of Canadians.

Motion 5: That the following policy and best practice recommendations by the Council’s Good Governance Task Force regarding the Membership be approved:
  • Recommendation #21 – Membership sign-up opt-in and donation
  • Recommendation #22 – Member permission to share contact information within the Council
  • Recommendation #23 – Membership status of 35 individual and affiliate members

Motion 6: That the following policy and best practice recommendations by the Council’s Good Governance Task Force regarding the Board be approved:
  • Recommendation #24 – Board elections – process
  • Recommendation #25 – Governance – New committee
  • Recommendation #26 – Board Executive Committee responsibility guidelines
  • Recommendation #27 – Nominating Committee appointments
  • Recommendation #28 – Board best practices

Motion 7: That the following recommendation by the Council’s Good Governance Task Force regarding a Chapters Task Force be approved:
  • Recommendation #29 – Chapters Task Force (see Appendix A)

Motion 8: That the following recommendations by the Council’s Good Governance Task Force regarding miscellaneous policies and practices be approved:
  • Recommendation #30 – Affiliates and allies
  • Recommendation #31 – Cost and legal implications
  • Recommendation #32 – Membership activities
  • Recommendation #33 – Future considerations
DETAILED BYLAW RECOMMENDATIONS – CONCEPTUAL

A. INTERPRETATION OF BYLAWS

Recommendation #1 re: S. 1.01 (c) throughout: Gender Neutral Language and Housekeeping:

That the bylaws and future policy be written in gender-neutral language, i.e. “his/her” and “he/she” amended to “them,” “their,” or named position such as “the member... the (position)... etc.” and that all sections of the bylaws be formatted and renumbered throughout as necessary to incorporate all approved recommendations.
Recommendation #2 re: S. 3 & 9.01 Membership:

The only membership category to be “individual” with the membership criteria and status amended as follows:

1. All individuals who contribute $1 or more each calendar year have the option to apply to be members for that year. (Note: this recommendation may not be fully implemented in time for the June 2020 AMM.)

Rationale: The only member category would be individual. This new singular category of individual member opens up membership to a broader base, recognizing ages/stages of members and allowing them to participate according to their ability for active involvement and/or level of commitment. The long-term view is to grow the organization in line with its vision, ensuring it is representative of our diverse society. It better reflects the Council as a membership-based national organization and adds political power through broad-based representation.

An “application” process affirming alignment of the Council’s vision and mission, as well as reasons for the individual(s) wishing to be a member and detailing their experience may be developed by the Council’s leadership.

2. New members will not be registered as eligible voters in the period between the issuance of a notice of meeting or receipt by the Council of a special meeting requisition.

Rationale: This addresses the concern related to the ability to “stack” meetings. This is a transparent way to proceed and builds on our theme of transparency, democracy and accountability.
Recommendation #3 re: S. 4.02, 4.03, 4.10, 4.11, 4.12 & 4.13 – Means of Voting:

Revise along with bylaws regarding Board elections to provide that meetings may be held electronically, and an option that elections be completed in advance of rest of the AMM (if allowable – perhaps to confirm by a vote at the AMM if required to comply with Canada Not-for-Profit Corporations Act requirements). The method of Board elections to include:

- electronic vote
- mail-in ballot

Rationale: The goal is to make voting as accessible as possible using all available technology within the Council’s means. The mail-in ballot option would be on request. Having voting take place prior to part two of the AMM with affirmation at that time, if required, would possibly be a more efficient/effective use of time, allowing for a more engaged, participatory part two of the AMM.

C. BOARD BYLAWS

Recommendation #4 re: S. 5.01 Number of Directors:

The Board shall consist of 16 Directors, as follows:

- Four (4) Regional Representatives elected by the Chapters in the respective four regions
- 12 members at large

Rationale: This number was arrived at because allows for a manageable Board and it works with term limits and rotation of Board members with two (2) year terms and provides continuity with current practice of electing Regional Representatives from Chapters. Two (2)-year terms are standard within the not-for-profit sector.
Recommendation #5 re: S. 5.01 and 5.03 Elections:

Four (4) Regional Representatives elected by Chapters in each of the four regions. Their election process to be completed in advance of the AMM. Regional Representative election processes should mirror the principles of openness, participation, and full engagement that apply to the member-at-large elections. The 12 members-at-large elected by the full membership, including by Chapter activists who may already have participated in electing their Regional Rep. Results of advance votes to be announced at the AMM (or confirmed by a vote at the AMM, if required).

Rationale: The goal throughout was to ensure that although Regional Representatives are elected by Chapters, they be full Board members with all the accompanying responsibilities and they bring the Chapter/regional perspective to the deliberations in the context of the overall organizational interests.

Recommendation #6 re: S. 5.02 - Director Qualifications:

Add to Board eligibility criteria a measure of support through the endorsement of five (5) other members to accompany nomination papers for members to be entitled to stand for election to the Board. The endorsements can be by signature or email.

Rationale: In combination with recommendation #13 to eliminate slates, the Task Force felt eligibility should include a demonstration of endorsement. However, after much discussion and in keeping with eliminating any barriers to participation and the aspirational goal of a Board representative of Canadian society, especially to recruit more equity-seeking Board members, the number of endorsements to accompany nomination papers was set at five (5).
Recommendation #7 re: S. 5.02 Regional Representatives Qualifications:

In addition to other qualifications, each Regional Representative must be an active member of a Chapter in good standing (also amend S. 5.05 Ceasing to hold office).

Rationale: The Regional Representative is there to bring the Chapter perspective to the table therefore, this is best achieved by being an active member of a Chapter.

Recommendation #8 re: S. 5 New “All Directors Equal”:

Clarify that all Directors, including Regional Representatives, are full members of the Board and equally eligible for officer positions, committee roles etc. as other Board members. They also have full fiduciary responsibility, equal to other Board members, to the full organization.

Rationale: This recommendation is to provide clarity and ensure that all members know that all Directors are full members of the Board as outlined. This is not a change in practice, but addresses a perception.

Recommendation #9 i S. 5.03 (a) Terms:

Continue with terms of two (2) years for all Board members, with half elected each AMM. Rewrite bylaw for clarity.

Rationale: The continuation of two (2)-year terms is consistent with the other recommendations and maintains the practice of half of the Board positions being up for election each year, ensuring stability. Terms of two (2) years for Directors is standard in the not-for-profit sector.
Recommendation #10 re: S. 5.03 (b) and 7.01 Chairperson election:

To have the Board Chairperson elected by the incoming Board after each AMM.

Rationale: The optimal functioning of the Board depends on Board members having confidence in the Chairperson and their leadership to facilitate the Board meetings and bring the Board together in a meaningful collaboration that results in the best decisions for the overall health of the Council of Canadians. Having the Chairperson of the Board elected by their fellow Directors is consistent with s. 142(a) of the Act and standard in the not-for-profit sector.

Recommendation #11 re: S. 5.03 (d) Board Commitment (Maximum continuous terms):

Directors shall be eligible for re-election to a maximum commitment of six (6) consecutive years and must then have at least two (2) years off the board before being eligible to return.

Rationale: It is important for an organization to balance the value of continuity and stability with an objective to always be rejuvenating its Board. It is beneficial to have an overlap of more seasoned Board members with new Board members who bring new ideas and energy to the organization. This is also an important mechanism to facilitate ensuring the Board is reflective not only of the regions of the country, but the demographic makeup of Canada with a focus on outreach to equity-seeking members.

Recommendation #12 re: S. 5.03 (d) Transition:

All Board members elected or re-elected in June 2021 will begin the six (6) year commitment regardless of the number of years they have already served.

Rationale: Recommendation #12 is a change that requires a smooth, thoughtful transition period. In addition, given the considerable changes in membership composition of the Board that took place in 2019 it is reasonable to make the change going forward and not looking back.
**Recommendation #13 re: S. 5.03 (e) and (new) 8.02 Nominating Committee Report:**

Replace slates with a report that presents all eligible candidates for a vote by the members.

Rationale: The Task Force recommends moving away from slates. The goal is for the Board and members to be open, transparent and arms-length to the election process. As a Committee of the Board, the Board will set the terms of reference of the Nominating Committee. The Task Force recommends, however, that the bylaws be amended to specify that the Nominating Committee will be committed to diversity and inclusion and will conduct outreach to identify nominees who would strengthen the Board through enhanced diversity and the representation of individuals of equity-seeking groups. Every eligible candidate would be presented to the membership in a consistent format with information from the Nominating Committee regarding each candidate. Also see Recommendations #20 and #27

**Recommendation #14 re: S. 5.04 – Appointment by Directors to Fill Vacancies:**

Amend to permit the Board to fill vacancies between AMMs by appointment, and not to add to the Board. Directors appointed in this way will be subject to election at the next scheduled AMM.

Rationale: This is an orderly manner to fill a vacancy in the interim before an election and this confirms and supports the principle that it is the membership that elects people to serve on the Board. The actual change is that appointments could only be used to fill vacancies that occur, not to increase the Board. This change is a standard practice in the not-for-profit sector.

**Recommendation #15 re: S. 5 – New Conflict of Interest and Code of Conduct for Directors:**

Add best practices for conflict of interest and conduct commitments.

Rationale: While the Council has conflict of interest and conduct policy, it is now standard – if not progressive – practice to codify these matters in bylaws that govern the conduct of Directors. The proposed bylaw language draws on existing best practice language to set out definitions, obligations, expectations, management of real or perceived conflict(s), and complaint processes.
**Recommendation #16 re: S. 7.01 & 7.02 Board Officers:**

Update descriptions of Chairperson, Vice-Chair (Co-Chair), Treasurer and Secretary to reflect practice and updated bylaws. Remove Executive Director from the list of Officers, but keep the position as a non-voting member of the Executive Committee per recommendation #19.

**Rationale:** The bylaws contain outdated role descriptions for each officer position. Further, the Executive Director is the senior staff person and not an elected officer, so it’s housekeeping to remove their description from this list. The Executive Director will remain a member of the Board without a vote (exofficio).

**Recommendation #17 re: S. 7.01 & 7.02 Board Vice-Chair or Co-Chair:**

At the will of the Board, to designate either a Vice-Chair or a Co-Chair each year.

**Rationale:** The Task Force favoured a Co-Chair as a collective approach to leadership as well as balancing the responsibilities between two people, utilizing their complementary skills and approaches. Co-Chairs may also be an avenue to mentor new Board members into that role, however, the Task Force wanted the Board to have discretion to use the approach that was most appropriate for the time.

**Recommendation #18 re: S. 8.01 Board Committees:**

To continue to have committees at the call of the Board. Each shall include at least one Board member plus an appropriate number and composition of members and other stakeholders including experts, partners and allied members of the public. In addition to committees, the Board may assign working groups on specific tasks or areas of responsibility that may require confidentiality agreements (e.g. Officers oversight of HR matters). Make explicit that the Board can call upon external expertise and seek opportunities of collaboration with partners and allies.

**Rationale:** The Task Force envisioned more opportunities for members to be involved in the work of committees with increasing their scope to enrich input for the benefit of the Council.
Recommendation #19 re: S. 8.02 Board Executive Committee:

To be composed of the Board Chairperson, Vice-Chair (or Co-Chair), Treasurer, Secretary, and the Executive Director as a non-voting member of the Executive Committee.

Rationale: The Executive Committee would be composed of the elected Officers, plus the Executive Director, who is hired by the Board and responsible for overseeing and managing the Council’s operations, and implementing the policy decisions of the Board. Also see Recommendation #26.

Recommendation #20 re: S. 8.03 Nominating Committee:

Amend to clarify mandate not to propose a slate, but to set up a transparent nominations and vetting process. The Nominating Committee to be appointed prior to each election. Committee mandated by bylaws to include recruitment of candidates to enhance diversity, inclusion and the representation of individuals from equity-seeking groups.

Rationale: This process ensures candidates for election to the Board fulfill the vision, mission and values of the Council, while serving to compile information on each candidate to inform voting by members. The Nominating Committee will also be mandated to undertake recruitment of candidates that enhance diversity of inclusion; specifically representation by individuals from equity-seeking groups. The composition of the Nominating Committee will include members. The Nominating Committee will adhere to the criteria pursuant to the bylaws and provided by the Board and provide a list of eligible candidates to stand for election. The Nominating Committee will be guided by the principle of providing as many candidates to stand for election as possible.
DETAILED POLICY & PRACTICE RECOMMENDATIONS

D. MEMBERSHIP POLICY

Recommendation #21 re: Membership:

- Any donation of $1 or more entitles an individual the opportunity to choose to be a member.
- Make clear what membership entitles someone to – e.g. right to vote, engage, form/participate in Chapters.
- Indicate a list of options and actions: e.g. “I am most interested in....” “I wish to be contacted by the nearest Chapter,” agree to adhere to vision, “I feel I bring X to the Council,” “My life experience and skills are in the area(s) of...”
- Invite all members to sign on as a monthly donor.
- Invite all current monthly donors to sign a one-time membership application and indicate automatic annual renewal unless they specifically request to discontinue.

Rationale: There is a growing recognition that the Council has not tapped the potential among our supporters to strengthen our campaigns. Some may not be aware of the Chapter in their area and may appreciate the opportunity to become more involved. We also wish to reflect more clearly that our supporters are part of a community, and that our effectiveness in our mission depends on their financial support being recognized as a vital aspect of Council’s social value and political legitimacy. The Council is not a charity and does not take funding from corporations or governments. The self-reliance and political independence of our funding model is an essential feature of our identity. We seek to have that identity reflected in how we govern ourselves by recognizing the membership of the people who choose to sustain the organization and its goals and values.
**Recommendation #22 re: Members Contact information:**

All donors to have option to indicate agreement to have their contact information shared within the Council for its purposes (nationally, regionally, locally), and willingness to be contacted.

**Rationale:** No membership contact will be shared at any level without this explicit approval, which may be revoked at any time. The Task Force wants to balance the legitimate concerns with privacy and data protection with the desire to facilitate communication among members, recruitment and mobilization. It is reasonable for members of organizations to assume their information will be shared internally for non-commercial purposes.

**Recommendation #23 re: Membership Status of the 35 Added Prior to Special Meeting January 2019:**

Not to revoke membership of the 35 individual and affiliate members added prior to the Jan 2019 special meeting.

**Rationale:** With the approval of the membership, going forward, the only category of member will be “individual” thus effectively removing affiliates as members, but including any individuals so named as members if they choose to remain.

### E. BOARD POLICY

**Recommendation #24 re: Board Elections:**

Consistent with the elimination of slates, to adopt governance policies to ensure each candidate has equal opportunity to be known to potential voters (e.g. candidate statement and photo, all-candidates video meeting, access to Organize This email etc.). The Nominating Committee should use a “diversity matrix” to identify and recruit equity-seeking representation. In addition, all Board candidates could be asked to answer a set of questions prepared by the Nominating Committee and be invited to participate in an on-line interactive “all-candidates” meeting.
Rationale: This work could be refined and applied as well to regional elections by Chapters. The recommendation is that the focus be on community of interest and skills related to social justice and activism, which is the heart of the Council of Canadians, as well as facilitating candidates that are reflective of Canada.

**Recommendation #25 re: Governance Committee:**

Create a Governance Committee to develop/update policy and review governance processes. Support for strategic plan and accompanying developmental process.

Rationale: The organization has undertaken a number of major initiatives related to governance and operations and it was felt that some arm’s length involvement and advice may enhance the outcome. The authority rests with the Board, however, this Committee would play a consultative role at the Board’s discretion.

**Recommendation #26 re: Board Executive Committee:**

That the Board develop policy to clarify roles and responsibilities of the Executive Committee, e.g. to assist Board in its decisions by providing information, options and clear agendas. Also, that the Executive is not to make decisions between Board meetings because current technology allows involvement of the full Board by conference call or email. Also, clarity around spokesperson role(s) is needed. Consider renaming to something other than Executive Committee such as “Coordinating Committee.” Rationale: The Board retains authority to make policy and political decisions, but benefits from having advance work and coordination by the five-person Executive Committee to ensure that the best information is available for the full Board.

Rationale: Self-explanatory and explanation contained in other recommendations for structural changes to the Board.
**Recommendation #27 re: Nominating Committee:**

That the Board develop a policy to frame the process to select the Nominating Committee. Note that if elections are ever conducted in advance of the AMM, then all other processes need to occur earlier, including candidate information to members no less than 21 days prior to the vote opening.

Rationale: The Task Force is recommending that we use technology to effectively open the opportunity to be appointed as a member of the Nominating Committee.

**Recommendation #28 re: Board Best Practices:**

That the Board conduct orientations, regular (internal or external) evaluations, Board development, consensus decision-making as outlined in the Act, and encourage Board members’ involvement in their regions and Council campaigns.

Rationale: The suggestions reflect current best practices in good governance, including the opportunity to benefit from outside consultation. The proposed Governance Committee could help in this regard.
The Task Force recognizes and commends Chapter activists, staff and other members who have played a key role in this “renewal” process. In March 2019 the Board passed the following motion:

“The Council commits to deepen and broaden the work of Chapters and campaigns across the country, and to establish viable Chapters across the country where none currently exist.”

In many ways this is a sweeping statement and it was clear from Task Force discussion that a lot more information and discussion is needed with the Chapter base before making further recommendations. That is why the Task Force is recommending that a Chapters Task Force be established to continue the work of governance reform and undertake extensive consultation with Chapters, staff and allies, to address the issues that will enable the work of Chapters to be deepened and broadened as the motion suggests. The suggested target for this group to report is fall 2020.

Although the current recommendations from the Task Force address some of the governance issues related to Chapters, there was consensus that this work needed to reach beyond the mandate and membership of the Good Governance Task Force and not be constrained by the tight timeline we were operating within. In light of this, and in keeping with the key role that Chapters play and need to continue to play in the organization, we are recommending that another Task Force be struck to tackle the remaining matters related to the role of Chapters in the organization, including a review of the internal functioning of Chapters, their relationships and mutual accountability. The Task Force is recommending that Chapters play a key role in this working group along with staff and other advisors as determined by the membership.
**F. CHAPTERS**

**Recommendation #29 re: Chapters:**

That a Chapter Task Force be established by resolution similar to the one that established the Good Governance Task Force. (See APPENDIX A). Its mandate will be to review and recommend bylaws, policy and practices regarding the status, structure, communications and relationships between Chapters/national office/each other/staff etc. This Chapters Task Force should include the Executive Director, who was also on the Good Governance Task Force, Chapter activist(s), and one Regional Organizing staff person, one representative from ally organizations that work directly with Chapters, and should consider the questions and suggestions referred by this Good Governance Task Force.

**G. MISCELLANEOUS**

**Recommendation #30 re: Affiliates and Allies:**

Suggest clarity, structure and aspiration around the Council’s relationship with other organizations since they will no longer be reflected in membership bylaws.

**Recommendation #31 re: Cost and Legal Implications:**

That Task Force recommendations be considered with regard to cost and legal implications.

**Recommendation #32 re: Membership Activities:**

AMMs are online in the future, the potential cost savings should be directed to other priorities with an aim to have other “gatherings” that build the organization and solidarity/capacity among members.
Recommendation #33 re: Future Considerations:

That the Council consider the following in its next governance review:

• Member interactions: Consider leading towards more participatory and open Board meetings. Perhaps with time separate from, but attached to every “in person” Board meeting to be on-line where members can view/interact (probably Friday night with the Board meetings Saturday/Sunday).

• Board – Officers: Consider moving from Board titles to onus on shared functions and increased Board involvement.

• Board – Regional Representative role: Clarity around balancing fiduciary responsibility and concern with the benefit of the whole organization with expectations to liaise with and report to region and bring “Chapter voice” to board matters.

• Membership Votes: What decisions beyond Board elections and AMM resolutions / proposals could or should go for a membership decision?

• Membership – Attracting younger members: How to engage younger people? Note they seek solidarity and values and are more interested in participatory and direct action events. Brand loyalty is seen as having less value now.

• Partners and Affiliates: Consider how to manage conflicting positions with partners (e.g. CUSMA trade agreement)

• Full review and updating of bylaws to reflect contemporary “best practices” in clear language.
Respectfully submitted on behalf of the Good Governance Task Force

- Leo Cheverie – York, PEI
- Joey Hartman - Convenor and Board Liaison, Burnaby, B.C.
- Molly Kane - Executive Director, Ottawa, ON
- Marilyn Keddy – Stonehurst, NS
- Shirley Lord – Winnipeg, MB
- Mike Perry – Kawartha Lakes, ON
- Tara Seucharan – Toronto, ON
- Carol Wall – Warkworth, ON

**Special Meeting of Members to Consider the Recommendations of the Task Force on Good Governance**

**Date:** Sunday, March 15, 2020 at 11:00 AM Pacific (12:00 PM Mountain, 1:00 PM Central, 2:00 PM Eastern, 3:00 PM Atlantic and 3:30 PM in Newfoundland/Labrador)

**Method:** Online meeting of voting members; please note that the technical and logistical details for the online meeting will follow.

**Voting thresholds for the Special Meeting:**

- Bylaw recommendations: two-thirds to approve
- Policy and practice recommendations: simple majority (50% + 1) to approve
APPENDIX A

DRAFT RESOLUTION PER RECOMMENDATION #29 RE: CHAPTERS TASK FORCE

CHAPTERS TASK FORCE

WHEREAS the Council of Canadians’ ("the Council") Good Governance Task Force has recommended that there be a Chapters Task Force; and

WHEREAS the Council is committed to renewal and sustainability within every component part, including its Chapters; and

WHEREAS these objectives are best met by a comprehensive agenda for change that embrace good governance, the principles of democracy and transparency, and easily understood processes that respect and value the roles and responsibilities of the Council Chapters; and

WHEREAS the objectives regarding Chapters are best achieved by a comprehensive and objective review of all Chapter-related policy and practices to ensure that the recommendations for change are considered in the broad context of the Council’s objectives and are integrated to work together to ensure cohesion and consistency;

THEREFORE, BE IT RESOLVED that the Council of Canadians Board of Directors establish a Chapter Task Force as its next step in governance review with the following mandate:

1. To consider the questions and suggestions regarding Chapters referred by the Good Governance Task Force; and

2. To invite additional submissions from within component parts of the Council regarding Chapter governance and structure proposals; and

3. To report back in the fall of 2020 with recommendations, including a schedule and process for implementation of any bylaw and policy changes that will address:
   a) The relationship between the Chapters and national office.
   b) The relationship Chapters have with each other.
   c) The legal status and requirements of Chapters within the Council, including bylaws and liability matters.
   d) The participation of Chapters in Council campaigns and other locally or regionally-based campaigns either as the lead organization, or as an allied participant.
   e) Chapter structures, including membership, leadership and other governance.
   f) Other recommendations on matters identified as important by the Chapters Task Force.

BE IT FURTHER RESOLVED that in appointing the Chapters Task Force, the Council’s Board and Executive Director will give consideration to budget and resources (noting an expectation that most communications and meetings will be conducted without cost), and a size and composition that reflects the interests of Chapters, staff and other stakeholders.
COUNCIL OF CANADIANS TASK FORCE BY-LAW RECOMMENDATIONS

Subject to renumbering, formatting and corrections, but not changes to the substantive intent

BY-LAW NO. 1
A by-law relating generally to the conduct of the affairs of
THE COUNCIL OF CANADIANS
LE CONSEIL DES CANADIENS
(the “Corporation”)

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Section 12 - Effective Date

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the Canada Corporations Act on the 11th day of August, 1986;

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the Canada Not-for-Profit Corporations Act S.C. 2009, c.23;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with Section 12.01 and upon the issuance of certificate of continuance by the federal Government under the Canada Not-for-Profit Corporations Act as follows:
SECTION 1

INTERPRETATION

1.01 Definitions

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

a) “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;

b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

c) “board” means the board of directors of the Corporation and “director” means a member of the board;

d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

e) “Council” means the collective membership of the Corporation;

f) “Council meeting” includes an annual meeting of members or a special meeting of the members; “special Council meeting” 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;

g) “members” means a member of the Corporation in accordance with section 3.01;

h) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

i) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;

j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

1.02 Interpretation

The following rules of interpretation will apply to this by-law, (unless the context otherwise requires):

a) words importing the singular number only will include the plural and *vice versa*;

b) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;

Recommendation #1

c) words referring to gender include all the feminine, masculine and neuter genders; and
d) the by-laws of the Corporation will be strictly interpreted at all times in accordance with and subject to the purposes contained in the articles of the Corporation.

SECTION 2

FINANCIAL AND OTHER MATTERS

2.01 Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members between 21 to 60 days before the day on which a Council meeting is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a member declines to receive them.

Alternatively, the Corporation may give notice to the members stating that such documents are available at the registered office of the Corporation and any member may request a copy free of charge at the registered office or by prepaid mail.

2.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the board shall determine which officer of the Corporation shall be the custodian of the corporate seal.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
2.07 Governance Policies

The board may adopt, amend, or repeal by resolution such governance policies that are not inconsistent with the by-laws of the Corporation relating to such matters as chapters, terms of reference of committees, duties of officers, code of conduct of board members and conflict of interest, as well as procedural and other requirements relating to the by-laws, as the board may deem appropriate from time to time. Any governance policy adopted by the board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

SECTION 3

MEMBERSHIP

3.01 Members

Recommendation #2 (1)

(1) There shall be one (1) class of members of the Council. Such membership shall:

(a) be available only to individual Canadian citizens or individuals resident in Canada who support the vision, purpose, mission and principles of the Council;
(b) be granted by a process of application and approval to be set by the board of directors; and
(c) require an annual financial and/or in-kind contribution by each member, as set by the board of directors.

3.02 Rights of Members (moved from 3.04)

A member shall have the right to receive notice of, attend, speak and participate in all Council meetings and the right to one (1) vote at all meetings of the members.

3.03 Exceptions to Voting Eligibility

Recommendation #2 (2)

(1) Notwithstanding 3.02, individuals who become registered members in the period between a Council meeting being called or requisitioned, shall not be entitled to vote on matters related to that meeting.

3.01 Conditions of Membership

Pursuant to the articles, there shall be one class of members. Canadian citizens or individuals resident in Canada who support the vision, purpose, mission and principles of the Corporation may become members through one of the following categories:

(a) Chapters;
(b) Affiliated Groups;
(c) First-Nations;
(d) Directors of the Corporation; and

(e) other individuals admitted by the Board, except that the number of members admitted pursuant to this paragraph may not exceed one-third (1/3) of the number of members admitted pursuant to paragraphs (a) through (d) combined.

Each category shall have the privileges and pay the membership fee set out in the governance policies. Members must apply for and be admitted into membership in accordance with the Corporation’s governance policies.
3.02 Supporter

The Board may approve a category of Supporter of the Council, which are those individuals, proprietorships, partnerships or incorporated companies which support the Council’s purposes, as further described in the governance policies. Supporters shall not be members of the Corporation and shall have no voting privileges in the Corporation.

3.03 Transferability

A membership may only be transferred to the Corporation.

3.04 Rights of Members

A member of the Corporation shall have the right to receive notice of, attend, speak and participate in all Council meetings and the right to one (1) vote at all Council meetings.

3.04 Termination of Membership

A membership in the Corporation is terminated when:

(a) the member dies;

(b) the member fails to maintain the qualifications for membership set out in Section 3.01;

(c) the member resigns;

(d) the member’s term of membership expires, if applicable;

(e) the member is removed by the board in accordance with Section 3.05.

Upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. Where a person is no longer a member, then such a person shall be deemed to have also automatically resigned as a director, an officer and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.

3.05 Discipline of Members

The board may suspend or remove any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation 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 regards to the purposes of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the board shall provide to the member twenty (20) days’ notice of suspension or removal and shall provide reasons for the proposed suspension or removal. The member may make written submissions to the chair of the board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair of the board, the chair may proceed to notify the member that the member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with the Section, the board will consider such
submissions in arriving at a final decision and shall notify the member concerning such final decision with a further twenty (20) days from the date of receipt of the submissions. The board’s decision shall be made by a special resolution and shall be final and binding on the member, without any further right of appeal.

SECTION 4
MEETINGS OF MEMBERS

4.01 Place of Meetings
In accordance with and subject to the Act, Council meetings may be held at any place within Canada as the board may determine.

4.02 Annual Meeting
An annual Council meeting shall be held at such time in each year, as the board may from time to time determine, provided that the annual Council meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation’s preceding fiscal year. The annual Council meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.03 Special Meeting
The board may at any time call a special Council meeting for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition by members carrying not less than five percent (5%) of the votes that may be cast at a Council meeting sought to be held, the board shall call a special Council meeting, unless the exceptions in the section 167 of the Act are met. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.04 Special Business
All business transacted at a special Council meeting and all business transacted at an annual Council meeting, except consideration of the financial statements, public accountant’s report, election of directors and appointment of the public accountant, is special business.

4.05 Notice of Meeting of Members
In accordance with and subject to the Act, notice of the time and place of a Council meeting shall be given to each member entitled to vote at the meeting by 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.
Where the Corporation provides notice electronically, and if a member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the member so requesting in the period set out in section 4.05 (b).

Notice of a Council meeting shall also be given to each director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of any Council meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgement on the business and provide the text of any special resolution or by-law to be submitted to the meeting. The directors may fix a record date for determination of members entitled to receive notice of any Council meeting in accordance with the requirements of Section 161 of the Act. Subject to the Act, a notice of members’ meeting provided by the Corporation shall include any proposal submitted to the Corporation under Section 4._a_ (Proposals at Annual Meeting)

### 4.06 Persons Entitled to be Present

The only persons entitled to be present at a Council meeting shall be those entitled to vote at the meeting, the directors, the officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, policies or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

#### 4.07 Chair of the Meeting

**Recommendation #17**

In the event that the chair of the board and the vice-chair (or co-chair as the case may be) of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of them to chair the meeting.

#### 4.08 Quorum

Subject to the Act, a quorum at any Council meeting shall be thirty (30) members present at the meeting and who are in good standing for thirty (30) days prior to the meeting. To be a member in good standing, the member must have paid any membership dues owing to the Corporation and met any additional requirements set out in the governance policies. If the Corporation has fewer than thirty (30) members, then the member(s) present in person who are in good standing constitutes a meeting. If a quorum is present at the opening of a Council meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by telephonic and/or by other electronic means.

#### 4.09 Votes to Govern

At any Council meeting every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by ordinary resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to an original vote.

**Recommendation #3**

1.10 Means of Voting
(1) As determined in advance by the Board, voting for all meetings of members of the Council shall be conducted by any or all of either:
   (a) electronic means (including email, online mechanism and/or facsimile);
   (b) mail-in ballot; or
   (c) in person at the meeting, where applicable.
(2) Where the Corporation provides for votes by electronic means, a member may request, no less than fifteen (15) days prior to the vote, the option of a mail-in ballot.

4.11 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

4.12 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Council meeting, 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 and the Regulations. 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 Council meeting pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.13 Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a Council meeting, those directors or members, as the case may be, may determine that the meeting 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.

4.14 Voting by Electronic Means

Notwithstanding any other provision of this by-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 4.12 and Section 4.13 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.15 Proposals at Annual Meeting

Subject to compliance with Section 163 of the Act, a member entitled to vote at an annual Council
meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual Council meeting (a “proposal”). Any such proposal may include nominations for the election of directors if the proposal is signed by not less than five percent (5%) of the members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the proposal and the name and address of the member. The member who submitted a 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.

4.16 Resolution in Lieu of Meeting

In accordance with and subject to the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a Council meeting, unless a written statement is submitted to the Corporation by a director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the members shall be kept with the minutes of Council meetings.

SECTION 5

DIRECTORS

Recommendation #4

5.01 Number of Directors

(1) The Council shall have sixteen (16) directors, as follows:
   (a) one (1) regional representative elected respectively by members of each of the Chapters of the Council’s four (4) regions; and
   (b) twelve (12) directors-at-large, elected by the members of the Council.

Recommendation #8

5.02 All Directors Equal

(1) Regional Representatives and Directors-at-Large have equal rights, responsibilities, fiduciary obligations, expectations for participation, and duties to act in the best interests of the Council.

The board shall consist of between the minimum and maximum number of directors specified in the articles. The precise number of directors on the board shall be determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the directors to determine the number of directors, by resolution of the board.

5.03 Qualifications

Recommendation #6 & #7

(1) To be qualified for election as a Director, individuals must:
   a) Be a member in good standing of the Council;
   b) Submit the endorsement of at least five (5) other members endorsing their candidacy;
   c) Not be disqualified in accordance with the Act pursuant to (2) below; and
d) In the case of a Regional Representative, belong to an active Council Chapter within the designated region.

(2) In accordance with the Act, persons are disqualified from being a Director of the Council who are:

(a) less than 18 years of age;

(b) incapable;

(c) not individuals; and/or

(d) have the status of a bankrupt.

Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a director. A director shall, at the time of his or her election (or within ten (10) days thereafter), and during the term of office as a director, be a member of the Corporation in good standing.

5.03 Board Elections Election, Term and Composition

Recommendation #5

(1) Regional Representative Directors shall be elected in advance of the Annual Meeting by a vote of the Chapter members in each of the four (4) regions of the Council.

(2) Directors at Large shall be elected by a vote of all members, either:

a) In advance of the Annual Meeting and confirmed by a vote on the results presented at the meeting; or

b) During the Annual Meeting

(3) Members may vote for Regional Representatives through their Chapter, if applicable, and again for the Directors at Large.

5.04 Candidates for Board

Recommendation #13

(1) All eligible candidates for election as Directors at Large shall be presented to the membership by the Nominating Committee pursuant to Section 8. (Nominations Committee)

5.05 Terms and Maximum Commitment of Board

Recommendation #9, #11 & #12

(1) Directors shall be elected, in rotation, to hold office for a term of two (2) years.

(2) Effective the 2021 Annual Meeting, all Directors at Large and Regional Directors are subject to the following maximum commitments:

a) a Director may be elected for up to three (3) consecutive terms; and

b) upon concluding three (3) consecutive terms, a Director may not serve on the board for a period of two (2) years, following which the Director may be elected up to three (3) consecutive terms.

(3) The number of non-consecutive terms to which a member may be elected as a Director is not limited.
(a) Subject to the articles, the directors shall be elected and shall retire in rotation every two (2) years. The terms of office of incumbent directors will continue for the remainder of the current term of such directors. Subsequently at each annual Council meeting thereafter, members of the board shall be elected to fill the position of those members of the board whose term of office has expired and each director so elected shall hold office until the close of the second annual Council meeting after their his or her election. The directors may change the terms of office of directors in order to give effect to the desired rotation.

**Recommendation #10**

(b) The chair of the board will be subject to election each year.

(c) If directors are not elected at a Council meeting, the incumbent directors shall continue in office until their successors are elected.

**Recommendation #11**

(d) Directors shall be eligible for re-election without limitation.

**Recommendation #13**

(e) Every election of directors shall be carried out with reference to the report of the nominating committee. The nominating committee’s report shall include a slate of candidates for election to the board, which shall include candidate(s) for chair and representatives of the chapters from each of the regions, as determined in accordance with governance policies.

5.04 Board Vacancies and Appointment by Directors

**Recommendation #7 & #14**

(1) If a Regional Representative Director position becomes vacant for any reason the Board, the vacancy shall be filled by a by-election within the applicable region.

(2) A Regional Representative Director position is deemed vacant if that Director discontinues their membership in a Chapter or if their Chapter becomes inactive.

(3) If a Director at Large position becomes vacant for any reason or the maximum number of Directors are not elected by the members, the sitting Directors may appoint Director(s) to fill such vacancy by majority vote.
   
   (a) Directors appointed in this manner shall serve until the next annual meeting of the members.
   
   (b) The board may only be composed of up to one-third (1/3) of the Directors appointed in this manner at any time.

Pursuant to the Articles, the board may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed one-third (1/3) of the number of directors elected at the previous meeting of members. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

5.05 Ceasing to Hold Office

A director ceases to hold office until when the director dies, resigns, fails to attend two (2) consecutive meetings of the board (unless otherwise determined by the board), is removed from office by the members in accordance with Section 5.__, or no longer fulfills all of the qualifications to be a director set out in Section 5.____ as determined in the sole discretion of the board. Where a person is no longer a director, then such person shall be deemed to have also automatically resigned as a member, an officer (if it is a requirement to be a director to hold that particular officer position) and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.
5.06 Resignation

In accordance with and subject to the Act, resignation of a director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.07 Removal

In accordance with and subject to the Act, the members may, by ordinary resolution, passed at a Council meeting, remove any director from office before the expiration of the director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

5.08 Filling Vacancies

In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy on the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any Council meeting. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any Council meeting, the board shall forthwith call a special Council meeting to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

Recommendation #15

5.09 Privacy and Conflict of Interest

1. Every Director shall disclose the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with the Council, in accordance with the manner and timing provided in the Act. Every Director shall comply with the Council’s privacy policy.

2. In addition, all Directors shall comply with the Directors’ Conflict of Interest Policy drawn from legal obligations and not-for-profit governance best practices, with definitions of real and perceived conflict, procedures to manage conflict and complaint processes.

5.10 Code of Conduct

1. To ensure that Directors take all reasonable steps to provide the independent governance oversight and accountability needed to enable Council to fulfill its strategy, mission and mandate, and that members and the public have confidence and trust in the integrity, professionalism and impartiality of the decisions made by the Board, Directors shall comply with a Directors’ Code of Conduct drawn from legal obligations and not-for-profit governance best practices with definitions of appropriate and inappropriate conduct, and procedures for complaints, potential discipline and appeals.
SECTION 6
MEETINGS OF DIRECTORS

6.01 Calling of Meetings
Meetings of the board may be called by the chair of the board or any six (6) directors at any time.

6.02 Notice of Meeting
Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 10.01 of this by-law to every director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all the directors are present and none objects to the holding of the meeting or, if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. 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) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings
The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Subsection 136(3) of the Act requires the purpose thereof, or the business to be transacted, to be specified in the notice.

6.04 Participation at Meeting by Telephone or Electronic Means
If all of the directors consent, a director may, in accordance with the Regulations, participate in a board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the board and committees of the board.

6.05 Votes to Govern
At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to an original vote.

6.06 Quorum
A quorum shall be a majority of the number of directors determined in accordance with section 5.01. For the purpose of determining quorum, a director may be present in person, or if authorized under this by-law, by teleconference and/or other electronic means.

6.07 Resolutions in Writing
A resolution in writing, signed by all the directors entitled to vote on that resolution at a board meeting,
shall be as valid as if it had been passed at a board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

6.08 Disclosure of Interest

Every director and officer shall disclose to the Corporation the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.

SECTION 7
OFFICERS

7.01 Appointment

Recommendation #10 & 16

The board shall elect the Councils officers following each Annual Meeting. may designate the offices of the Corporation, 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 Corporation. A director may be appointed to any office of the Corporation. An officer may or may not be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person. The term of office of officers shall be one (1) year unless otherwise determined by the board by resolution.

7.02 Officer Positions

Recommendation #16 and #17

(1) All officers of the Council shall be Directors.

(2) The Council shall have the following four (4) officers, with the duties as described:

(a) Chair of the Board;

(b) Vice-chair or Co-Chair of the Board, as determined at the first board meeting following every Annual meeting of members;

(c) Treasurer; and

(d) Secretary

7.02 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 Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the board may specify from time to time:

a) Chair of the Board – The chair of the board shall be a director and chief executive officer of the Corporation. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of Council meetings. The chair shall have such other duties and powers as the board may specify.

b) Vice-Chair of the Board (or Co-Chair) – The vice-chair of the board, if one is to be appointed, shall be
If the chair of the board is absent or is unable or refuses to act, the vice-chair (or Co-Chair) of the board, shall, when present, preside at all meetings of the board of directors. They shall have such other duties and powers as the board may specify.

c) **RELOCATED to new Section 8**

**Executive Director** — The board may hire an Executive Director who shall have full power to manage and direct the business and affairs of the Corporation, subject to the direction and authority of the board. The Executive Director shall implement the decisions of the board of directors. The Executive Director shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The Executive Director shall be accountable to the board of directors, attend all meetings of the board when asked and perform all duties and responsibilities assigned to him or her by the board of directors.

d) **Secretary** — If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

e) **Treasurer** — The treasurer shall be a director. The treasurer shall be responsible for ensuring the maintenance of proper accounting records in compliance with the Act as well as for the deposit of money, the safekeeping of securities and disbursements of funds of the Corporation. Whenever required, the treasurer shall render to the board an account of all financial transactions and of the financial position of the Corporation.

The power and duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

### 7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

a) the officer’s successor being appointed,

b) the officer’s resignation,

c) such officer ceasing to be a director (if a necessary qualification of appointment) or

d) such officer’s death.

If any office of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.
NEW SECTION 8 and Renumber

EXECUTIVE DIRECTOR

(Recommendation #16 - no longer an “Officer” but need to retain so moved into new section)

8.01 EXECUTIVE DIRECTOR

The board may employ an Executive Director who shall have full power to manage and direct the business and affairs of the Corporation, subject to the direction and authority of the board. The Executive Director shall implement the decisions of the board of directors. The Executive Director shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The Executive Director shall be accountable to the board of directors, attend all meetings of the board when asked and perform all duties and responsibilities assigned to him or her by the board of directors.

SECTION 8 (re-number all to Section 9 and subsequent re-numbering)

COMMITTEES

8.01 Committees of the Board of Directors

Recommendation #18

The board may appoint any standing or ad hoc committee to advise the board and/or conduct the affairs of the board and/or Council.

(1) The powers, members, and terms of reference of any such committee(s) shall be determined by the board.

(2) Notwithstanding subsection (1) membership of all Committees shall include at least one (1) director, appointed by the board.

(3) Subject to subsection (2), committees may be constituted by members of the Council, directors, representatives of partner organizations, and members of the general public.

(4) Any such committee shall elect its own chair or co-chairs, formulate its own rules of procedure, and prepare its work plan(s), consistent with its powers and terms of reference.

(5) Any such committee shall report to the board on a regular basis as determined by the board, regarding the status of its work relative to its terms of reference.

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, invest it with such powers as the board shall see fit. Any committee member may be removed by the board. Unless otherwise determined by the board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure. Terms of reference of committees shall be contained in the Corporation’s governance policies.

8.02 Executive Committee

Recommendation #19 and 26

6) Notwithstanding by-law 8.01:
(a) the board shall establish and maintain an Executive Committee;
(b) the executive committee will be comprised of the officers of the board; and
(d) the roles of the executive committee will include: supporting the work of the

Executive Director, reviewing and inputting into agendas of meetings of the board in
advance of meetings, and managing the Board-Executive Director relationship, director-
to-director relationships and board solidarity, as appropriate.

e) the Executive Director is entitled to attend and participate in all meetings of the
Executive Committee with the exception of discussions regarding the performance and
compensation of the Executive Director.

The board shall appoint an executive committee composed of the chair, vice chair, the treasurer, the secretary (if a director) and two (2)-
additional directors. If the secretary is not a director, a third additional director shall be appointed. The Executive Director and secretary (if
not a director) are entitled to receive notice of and attend meetings of the executive committee. The board may delegate to the executive-
committee any of the powers of the board, except those powers which may not be delegated by the board pursuant to subsection 138(2) of
the Act. A quorum shall be four (4) members of the committee present in person, or, if authorized under this by-law, by teleconference and/
or by other electronic means.

8.02 Nominating Committee

**Recommendation #13, #20 and #27**

Notwithstanding by-law 8.01:

1) Nominating Committee Appointment and Composition

(a) The board shall appoint a nominating committee in advance of every annual meeting of
members.

(b) The nominating committee shall have up to five (5) members, including at least one (1)
board member who shall not be a candidate for the board.

(c) Consistent with the Council’s commitment to diversity and inclusion, the board shall
endeavor to ensure that the nominating committee is representative diversity, including
equity-seeking groups, and reflects the vision, mission and values of the Council.

2) Nominating Committee Mandate

a) The nominating committee shall promote, receive and assess nominations for and
from members to stand for election to Director-at-Large positions on the board,
and will ensure that all eligible candidates are afforded the same opportunities to be
considered.

b) Consistent with the Council’s commitment to diversity and inclusion, the nominat-
ing committee shall endeavor to ensure that the final list of candidates assessed to
stand for election to the board shall be diverse and reflect the vision, mission and
values of the Council. This may include identification by the nominating committee
of potential candidates.

c) The nominating committee shall ensure that all eligible candidates are afforded the
same opportunities to be considered for election to the board by the members. This will
include a nominating committee report with a list of eligible candidates which shall be
circulated to all members at least 21 days in advance of the elections. The report will
include the nominating committee’s confirmation of eligibility and assessment of each candidate.

The board shall appoint a nominating committee and may, by governance policies, set out terms of references and process for this committee. The nominating committee shall coordinate the nomination process for directors and the chair to be proposed for election at the annual meeting. More specifically, it shall:

a) propose to the board for adoption of appropriate nomination guidelines to meet identified needs on the board and that strive to achieve gender balance, reflect Canada’s cultural, ethnic, generational, economic and other diversity, and reflect regional membership and activity;

b) obtain from the chapters the name and curriculum vitae of each regional nominee;

c) be bound by the board composition as stated in section 5.03 above, including by the regional nominations representing chapters, and

d) shall circulate the list of candidates to all members at least 21 days before the annual meeting.

The past chair shall be the chair of the nominating committee. In the absence of the past chair, the directors shall choose one of themselves as the chairperson of the nominating committee.

SECTION 9

CHAPTERS

9.01 Chapters of the Corporation

Recommendation #2

Chapters are the main vehicle to involve Supporters and affiliates directly in the campaigns and ongoing work of the Corporation. The board may establish governance policies concerning certification, conduct and decertification of chapters as well as rules and regulations applying to chapters. Chapters shall notify the Corporation in writing of the name of the individual selected to be admitted as a member of the Corporation. A chapter may change its representative by written notice to the Corporation.

SECTION 10

NOTICES

10.01 Method of Giving Notices

Subject to Section 4.01 and 6.02, any notice may be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, member of a committee of the board, or the public accountant shall be given sufficiently:

(a) if delivered personally to the person to whom it is to be given or, if delivered to such person’s address as shown in the records of the Corporation or, in the case of notice to a director, to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or

(b) if mailed to such person at such person’s recorded address by prepaid mail; or

(c) if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or 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; and a notice so sent by any means of transmitted 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. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, or printed or partly written, stamped, or printed.

10.02 Computation of Time

If a given number of days’ notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Undelivered Notices

If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of his or her new address.

10.04 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.05 Waiver of Notice

Any member, director, officer, member of a committee of the board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

SECTION 11

ARTICLES AND BY-LAWS

11.01 Amendment of Articles

The articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the members. Any amendment to the articles is effective on the date shown in the certificate of amendment.

11.02 By-laws to be Confirmed by Special Resolution

In accordance with the articles and subject to the Act, any by-law, amendment or repeal of a by-law shall
require confirmation by special resolution of the members.

11.03 Effective Date of Board Initiated By-law, Amendment or Repeal

A special resolution of the members is required to make any amendment to the articles or the by-laws of the Corporation with respect to the matters listed in subsection 197 (1) of the Act. A by-law made, amended or repealed under subsection 197(1) is effective from the date of the special resolution of members approving such by-law, amendment or repeal and need not be submitted to the Board for approval.

SECTION 12

EFFECTIVE DATE

12.01 Effective Date

This by-law is effective on the date on which it is approved by special resolution of the members.

ENACTED by the directors of the Corporation this ______ day of _______, 20--.

__________________          Chair of the Board
__________________

Secretary

APPROVED by the members of the Corporation this ______ day of _______, 20--.

__________________
Secretary