



# Bylaws of the Canadian Council for Refugees

## 1. Definitions

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

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

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

“**CCR**” means the Canadian Council for Refugees (the Corporation);

“**Executive committee**” means the board of directors of the Corporation and “**director**” means a member of the board;

“**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;

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

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

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

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

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

## 2. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

### **3. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves by electronic means. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **4. Membership Conditions**

a) The CCR shall have two categories of membership:

(1) Class A Members (Voting members) are comprised of:

(i) Canadian non-profit national, regional and local non-governmental organizations and institutions; and

(ii) the refugee issues sub-unit of any Canadian non-governmental organization or institution.

(2) Class B Members (Associate members) are comprised of:

(i) any individual who participates at meetings of the CCR on a regular basis and/or is interested in the objectives of the CCR; and

(ii) Non-Canadian organizations involved in refugee issues.

b) Associate members cannot vote at CCR meetings.

c) All applications for membership in the CCR shall be subject to approval by the Executive Committee. Should an application be denied, the applicant shall have a right to appeal to the general membership of the CCR

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

### **5. Membership Transferability**

Membership is not transferable. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### **6. Official languages**

The official languages of the CCR shall be French and English.

## **7. Notice of Members Meeting**

Written notice of the time and place of every Annual General Meeting shall be given to each member of the CCR by sending notice to each member by prepaid ordinary mail or by electronic means at least ninety (90) days prior to the date of the Annual General Meeting in question. Notice for other general meetings shall be given in the same manner at least thirty (30) days prior to the date of the general meeting in question.

No error or omission in giving notice of any meeting or an adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **8. Members Calling a Members' Meeting**

One-third of the members of the CCR, by petitioning the Executive Committee, may call a special meeting for the purposes of amending any by-law or constitutional provision.

## **9. Membership Dues**

Annual Membership Fees shall be set by the Executive Committee subject to direction by the preceding AGM.

## **10. Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member fails to pay their annual membership fees;
- d. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- e. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- f. the Corporation is liquidated or dissolved under the Act.

## **11. Effect of Termination of Membership**

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

## **12. Discipline of Members**

A member of the CCR may be required to give up membership if the member's statements, policies or activities are contrary to the stated goals and policies of the CCR. Expulsion from the CCR may be effected by a two-thirds majority vote of the CCR Executive Committee. An appeal from such a decision of the Executive Committee may be made to a General Meeting of the CCR membership.

### **13. Proposals Nominating Directors at Annual Members' Meetings: Nominating Committee**

- a. At the spring Consultation of CCR, the CCR shall elect a Nominating Committee of three people.
- b. The role of the Nominating Committee is to recruit nominations from the membership for the vacant Executive positions and to present the list of nominations to the membership for election at the Annual General Meeting.
- c. The Nominating Committee shall mail to the members in good standing at least 28 days prior to the Annual General Meeting a list of all nominations received up to 35 days prior to the said Annual General Meeting.
- d. Any member may thereafter make further nominations in writing to the Nominating Committee up to 7 days before the Annual General Meeting.
- e. The Nominating Committee shall, 3 days prior to the Annual General Meeting, prepare a nominees list containing short biographical information submitted by nominees. This list shall be made available to all members in good standing in advance of the Annual General Meeting.

### **14. Composition of Executive Committee**

- a. The Executive Committee should reflect the diversity of the membership.
- b. At least one member of the Executive Committee shall represent each of the five main geographical regions of Canada, being (a) The Atlantic Provinces; (b) Quebec; (c) Ontario; (d) Manitoba, Saskatchewan, Alberta and the Northwest Territories; and (e) British Columbia and the Yukon.
- c. The qualification of an Executive Member shall be that he or she be a member in good standing of a non-governmental organization that is a member in good standing of the CCR and that has consented to allow the member to accept a position on the Executive.
- d. A member organization can only have one representative elected to the Executive at any given time.

### **15. Election of Executive Committee (including officers)**

- a. Voting for Executive Committee members at large and Executive officers will take place at the Annual General Meeting.
- b. All votes taken for the purpose of electing the Executive members and officers thereof shall be by secret ballot.
- c. Elections for officer positions will be held first and candidates who are defeated may then run for a counsellor position.

### **16. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board.

## **17. Time of Members' meetings**

The annual meeting of members shall be held during the months of November or December on a day named by the Executive Committee and ninety (90) days notice shall be given to every member of the CCR

The General Meeting of the members shall be held during the spring months on a day named by the Executive Committee and 30 (thirty) days notice of such a meeting shall be given to every member of the CCR

## **18. Quorum at Members' Meetings**

The quorum at any meeting shall be fifty percent (50%) plus one of the registered members at any general meeting or annual meeting.

## **19. Votes to Govern at Members' Meetings**

Any resolution other than a special resolution shall be deemed passed if a majority of the members present vote in favour of such resolution.

## **20. Participation by Electronic Means at Members' Meetings**

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 meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **21. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **22. Number of Directors**

The affairs of the CCR shall be managed by an Executive Committee consisting of:

- (i) A President;
- (ii) A Vice-President;
- (iii) An Immediate Past President;
- (iv) A Secretary;
- (v) A Treasurer;
- (vi) A Least Six Members At Large

The Executive Committee may if necessary increase the number of At Large members on the Executive Committee up to a maximum of eight. If the number of At Large members on the Executive Committee is at any time greater than six, the Executive Committee can, in its discretion, reduce the number of such members to a minimum of six.

Past Presidents shall be ex-officio members of the Executive Committee for one term from the end of their term as President.

### **23. Term of Office of Directors**

Executive members shall hold office for one two-year term commencing in November or December. Each year half (five) the Executive position will be open for election.

No Executive member shall be eligible for re-election for more than two (2) consecutive terms other than for election to the office of President.

No one may hold the office of President for more than two consecutive terms.

### **24. Calling of Meetings of the Executive Committee**

The Executive Committee shall hold meetings as often as and at such times as it deems necessary.

### **25. Notice of Meeting of Executive Committee**

Notice of meetings of the Executive Committee shall be given to the Executive members in such manner as the Executive members may decide.

### **26. Votes to Govern at Meetings of the Executive Committee**

Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes of those members present, of which at least three (3) shall constitute a quorum. The President or Vice-President must be present. In case of an equality of votes, the President, in addition to his/her original vote, shall have a second or casting vote.

### **27. Resignation or removal of an Executive member**

The office of Executive member shall be automatically vacated:

1. If by notice in writing to the Executive Committee, the Executive member resigns;
2. If by a two-thirds majority the Executive Committee determines that the Executive member no longer meets the criteria for qualification as an Executive member (as per subsection 14(c) of the bylaws);
3. If by a two-thirds majority the Executive Committee votes to remove the Executive member on one of the following grounds:
  - a) The Executive member fails to attend two (2) consecutive meetings without just cause.
  - b) The Executive member's statements or activities are contrary to the stated goals and policies of the CCR.

4. In the case of removal under sections 2 or 3, reasonable notice must be provided to the Executive member against whom a removal vote is proposed.
5. An appeal from such a decision of the Executive Committee may be made to the next General Meeting of the CCR membership.

## **28. Vacancy on the Executive Committee**

If a vacancy arises on the Executive Committee, the remaining Executive members may appoint a person to fill the vacancy, according to the following considerations:

- a) The person chosen must meet the criteria for qualification as an Executive member (as per subsection 14(c) of the bylaws).
- b) The term of the person appointed is until the next Annual General Meeting.
- c) The person so appointed is not considered to have served a term on the Executive Committee for the purposes of section 23.
- d) In the case of a vacancy in an officer position, an existing Executive member may be appointed to the position.

## **29. By-laws and Effective Date**

The by-laws of the CCR may be amended at any annual, special or general meeting of the CCR by a special resolution adopted by a two-thirds majority vote of the members of the CCR present and voting at any general meeting.

One-third of the members of the CCR, by petitioning the Executive Committee, may call a special meeting for the purposes of amending any by-law or constitutional provision.

Notice to amend or introduce any by-law shall be given in writing to all members of the CCR at least 30 days prior to the annual, special or general meeting at which the by-law will be amended or introduced.

The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Last amended June 2019

