

BY-LAWS

OF THE

ALBERTA COUNCIL FOR

GLOBAL COOPERATION

Amended September 24, 2011

**A By-Law relating generally to the transaction of the business and affairs of the
Alberta Council for Global Cooperation**

BE IT ENACTED AS BY-LAW OF THE Alberta Council for Global Cooperation (hereinafter referred to as the Council) as follows:

PREAMBLE

The Alberta Council for Global Cooperation (ACGC) is a coalition of voluntary sector organizations located in Alberta, working locally and globally to achieve sustainable human development. The Council is active in promoting the following issues both domestically and internationally: poverty-reduction, environmental stewardship, indigenous people's rights and culture, human rights, and both anti-racism and pro-diversity activities.

We are committed to international cooperation that is people-centred, democratic, just, inclusive, and respectful of the environment and indigenous cultures. We work towards ending poverty and achieving a peaceful and healthy world, with dignity and full participation for all.

Members of the Council pursue these goals through supporting global citizenship programs and participatory projects with international partners.

The Council's goal is to support the work of its members through networking, leadership, information sharing, training and coordination, and represents their interests when dealing with government and others.

OBJECTS

1. The objects of the Council shall be to promote and mobilize greater Albertan participation in assisting international development. In connection with the foregoing:
 - a) to create and sustain a strong and dynamic coalition of Albertan non-governmental organizations engaged in international development and the promotion of social justice;
 - b) to consistently reflect in all the Council's policies, activities and services, the principal philosophies embodied in the Council Mission and Charter of Development Principles;
 - c) to facilitate effective member networking and capacity building both internationally and domestically;
 - d) to coordinate and support members' activities in an effective manner;
 - e) to provide leadership on issues of concern to members;
 - f) to provide members with relevant and effective services;

- g) to be an effective representative and advocate for international development concerns on behalf of the membership and to keep member organizations informed as to important shifts in Canadian foreign policy.
 - h) to raise, receive, administer and allocate funds and other means of support in the interests of international development, public engagement, or any other activity consistent with the goals and objectives of the Council.
- 2. The corporation will be carried on with no gain to its members and any profits accruing to it will be used in promoting its objects.
- 3. In the event of dissolution of the corporation, assets remaining after payment of liabilities shall be distributed to one or more recognized charitable organizations in Alberta in keeping with the intents and purposes of the Council. This however must be agreeable to a majority of the Council's members.

CORPORATE SEAL

- 4. The seal of the Council shall be in such form as shall be prescribed by the Board of Directors of the Council and shall have the words "ALBERTA COUNCIL FOR GLOBAL COOPERATION" inscribed thereon. The seal shall always remain at the Council's head office or in the custody of the Secretary of the Board of Directors.

HEAD OFFICE

- 5. The head office of the Council shall be located in the province of Alberta, Canada, at a place therein where the business of the Council may effectively be conducted.

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

MEMBERSHIP

- 6. a) **FULL MEMBERSHIP (ORGANIZATIONAL)**

Amongst the full (organizational) members, there will be no distinctions drawn. There are three categories of full membership in the Council, as follows:

- Voluntary sector organizations partnering internationally on development and community projects and programs
- Voluntary sector organizations working locally on global citizenship and social justice education projects and programs as well as human rights, anti-racism and pro-diversity activities
- Voluntary sector organizations working locally and globally on sustainable environmental projects and programs

Full membership shall be open to national, regional and community voluntary organizations which have objectives in harmony with those of the Council and which meet membership criteria for each category established by the Council, have an office located within Alberta, and endeavour to adhere to the Council's Code of Ethics (Appendix A).

Members shall be the associations or organizations that have a constituency based in Alberta and have been accepted for membership by the Board of Directors. One accredited representative of each member-organization in good standing present at an annual or general meeting shall have one vote. This vote shall be cast in person. However, if a representative of a member organization in good standing is not able to attend a meeting of the Corporation he / she may vote via a signed proxy provided this proxy vote is specific to a clearly identified motion and presented to either the Council's Executive Director or Chairperson prior to the Corporation meeting's commencement.

b) ASSOCIATE MEMBERSHIP (INDIVIDUAL)

Individuals that support the work of the Council and its values, and are not necessarily members of any of the member organizations may apply for an individual membership.

Associate members will not be granted voting privileges at general meetings of the membership, and will not count towards quorum at these meetings. However, associate members are welcome to participate in the discussion at general meetings in an information and opinion providing capacity only. Associate members may not serve on the Board of ACGC, but they may serve on sub-committees of the Board.

FULL AND ASSOCIATE MEMBERSHIP

- c) The membership fees shall be established by the Board of Directors from time to time, subject to the ratification of the members at the next annual general meeting.
- d) Any member may withdraw from the Council by delivering to the Council a written resignation or verbal message with either the Chairperson or Executive Director.
- e) Any membership may be terminated by the Board of Directors for cause, providing that member has the right of appeal to an annual or general meeting.
- f) The Board of Directors may appoint an honorary patron who meets the criteria established by the Board of Directors.

BOARD OF DIRECTORS

- 7. a) The Board of Directors shall consist of not less than 7 and no more than 13 persons, being Directors at large, comprised of:
 - i. a representative mixture of smaller and larger member organizations and organizations of diverse interests – in so far as possible.

- ii. the immediate past Chairperson of the Board of Directors shall be an ex-officio Director of the Council for a term of one year following the appointment of their successor as Chairperson, but shall not be entitled to vote at meetings of the Board of Directors.
- iii. the Chairperson of the Board of Directors shall be elected by the Board of Directors at first meeting subsequent to the annual general meeting.

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

c) Calling of Meetings

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

Notice of Meetings

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

No formal notice of any meeting shall be necessary if all the Directors are present or if those who will be unable to attend have signified their consent to the meeting being held in their absence.

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

d) The Board of Directors shall be chaired by the Chairperson, or by a person selected among their number, who shall normally be one of the Vice-Chairpersons of the Council.

e) A person can serve as Director of the Council for no longer than three (3) consecutive terms. Directors who have served for three (3) consecutive terms are required to take a minimum of one (1) year absence before standing for re-election. A term of service is to be for a two (2) year period.

f) Removal from the Board

The office of any director shall be automatically vacated if:

- i) a written resignation is provided to the Council;

- ii) after due notification, two-thirds of the members of the Council present at an annual general meeting or special meeting of the general membership vote in favour of a resolution to remove said Director;
- iii) the Director misses two consecutive meetings of the Board of Directors without due notice to the Board of his or her inability to attend;

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

- g) The members of the Board of Directors as such shall not receive any remuneration for their services, but, expenses of their attendance at meetings or conferences may be paid.
- h) The Council delegates to the duly elected Board of Directors all powers which are not expressly reserved to its members by the terms of Part II of the Canadian Corporations Act of Canada

EXECUTIVE COMMITTEE

- 8. a) There shall be an Executive Committee of the Board comprised of the following:
 - the Chairperson elected by the Board of Directors
 - one Vice-Chairperson, one Treasurer, one Secretary, and one member at large elected by the Board of Directors at the first Board meeting which shall immediately following the AGM.
- b) The Executive Committee acts on behalf of the Council between meetings of the Board of Directors, but does not have the power to repeal, vary, add to or amend the By-Laws of the Corporation. Additionally, the Executive Committee does not have the authority to repeal, vary, add to or amend any motion of the Board of Directors. The Executive Committee is also responsible for the distribution of the minutes of its meetings to members of the Board.
- c) The Chairperson at each meeting of the Board of Directors shall provide to the Board of Directors all minutes of meetings of the Executive Committee approved by the Executive Committee since the most recent meeting of the Board of Directors. The Board may, in cases where the Board is of the opinion that the Executive has acted contrary to the policies and the objectives of the Council, rescind or amend a decision or resolution by the Executive Committee, provided such action does not infringe on the rights of third parties. In the latter case, the Board may not take action, but may dismiss members of the Executive.

- d) Members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time.
- e) Majority of the members of the Executive shall constitute a quorum.

DUTIES OF OFFICERS

- 9. a) The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary and one (1) member at large. Each of these positions shall be determined by the Board of Directors at the first meeting of the Board of Directors subsequent the Corporation's annual general meeting. This aforementioned group shall constitute the Executive Committee of the Board of Directors.

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

- c) The Treasurer shall be responsible for the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all monies and other valuable effects in the name and to the credit of the Council and in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Council as may be ordered by the Board of Directors.

Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all financial transactions and of the financial position of the Council. The Treasurer may, with the consent of the Board of Directors, delegate duties to employees of the Council and shall perform such other duties as may from time to time be determined by the Board of Directors.

- d) The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and Directors. He/She shall give all notices required by law and by these By-Laws. He/She shall have general charge of the corporate books and records of the Corporation and of the corporate seal. He/She shall affix the corporate seal to any lawfully executed instruments requiring it. He/She shall sign such instruments as may require his/her signature and, in general, shall perform all duties incident to the office of Secretary and such duties as may be assigned to him/her from time to time by the Executive Director, the Executive Committee, or the Board of Directors.

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

NOMINATIONS COMMITTEE

- 10. The Board of Directors shall appoint a three (3) person Nominations Committee which shall be drawn from the member organizations of the Council and which shall be chaired by the past Chairperson or by a person appointed by the Board of Directors when the Past Chairperson's term has ended or when the Past Chairperson is not in a position to chair the committee. The committee shall solicit nominations to the Board of Directors and may recommend election procedures to the Board of Directors. Nominations will also be accepted from the floor at the AGM.

OTHER COMMITTEES

- 11. a) The Board of Directors shall have the authority to appoint such standing or special committees as it may deem necessary.
- b) The Board of Directors may endorse coalitions or help create funding mechanisms at the request of members and following established criteria. Legally all such coalitions and funding mechanisms are accountable to the Board of Directors of ACGC.

MEETINGS

- 12. a) The annual meeting of the members of the Council shall be held at the head office of the Council or elsewhere in Alberta as the Board of Directors may designate, on the day and at the time prescribed by the Board of Directors,

which date shall be within fifteen (15) months of the last annual general meeting and not more than six (6) months following the end of the fiscal year of the Council. At such a meeting, the AGM shall elect members to the Board of Directors and shall receive a report of the work and financial statement of the Council.

- b) Member organizations shall be polled by writing one month prior to each annual or special general meeting of the Council to determine their accredited representatives.
- c) Twenty-one (21) days notice of the meeting and of the special business of the meeting shall be given to each member of the Council of an annual or special general meeting.
- d) At all meetings of members of the Council every question shall be determined by a majority of votes unless otherwise specifically provided by the Alberta Societies Act, or by these By-Laws.
- e) In the event that a member proposes to place before a meeting of Council for approval, a resolution requiring the Council to take a public position on a substantive issue, the following pre-condition must be met:
 - i) Notice of motion setting out the terms of the resolution, in writing, must be received by the President-Chief Executive Officer at least 40 days in advance of the meeting at which it is proposed that the resolution be presented for adoption. The Chairperson of the Board shall forward the notice of motion to all members of Council by prepaid post at least 21 days in advance of the said meeting of Council.
 - ii) The resolution shall be passed by the vote of not less than 75% of those members who vote in person.
- f) One third of the members in good standing shall constitute quorum at any annual or special meeting and two thirds of the members in good standing shall be required to vote on changes to the constitution of the By-Laws.

AMENDMENTS OF BY-LAWS

13. These By-Laws can only be repealed or amended by a special resolution of the members at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

FINANCIAL YEAR

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

AUDITORS

15. The members shall at each annual meeting (AGM) appoint an External accredited auditor to audit the accounts of the Council within three (3) months of the end of the fiscal year and be approved by the membership. The appointed auditors shall hold office until the next AGM. Remuneration for the auditors shall be negotiated by the Board of Directors.

BORROWING MONEY

16. For the purpose of carrying out its objectives, the Council may borrow or raise or secure payment of money in such manner as required, subject to the limitations specified in the By-Laws of the Council and/or by resolution of the Board of Directors.

INSPECTING BOOKS AND RECORDS

17. Upon one month's written notice any member or members shall have the right to examine the books and records of the Society at the location where the books are kept.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

18. All contracts, documents or any other instrument in writing requiring the signature of the Council shall be signed by any two of the following: Executive Director, Chairperson, Treasurer, or Vice-Chairperson. All cheques shall be signed by any two of the above. However, the Board of Directors may by resolution appoint other senior staff or any member of the board of directors to sign cheques and contracts for operations already approved by the Executive Committee or Board of Directors. All contracts, deeds, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The seal of the Council, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

RULES AND REGULATIONS

19. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Council as they deem expedient, provided that such rules and regulations shall have force and effect unless rescinded at an annual general meeting of the Council. Furthermore, the affairs of the

Council, and all meetings of the Council will be conducted by consensus and Robert's Rules of Order will be used in the last resort as determined by the Chair.

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