



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

PREAMBLE

1.
 - a) The name of the society is the Alberta Council for Global Cooperation, which may also be known or referred to as ACGC or the Council.
 - b) The following articles set forth bylaws of the Alberta Council for Global Cooperation

OBJECTS

2. The objects of the society are detailed in the Article of Incorporation



MEMBERSHIP

3. a. **FULL (ORGANIZATIONAL) Membership**

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

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

Full membership shall be open to national, regional and community civil society organizations which have objectives in harmony with those of the Council and which meet membership criteria for each category established by the Council, have a representative located within Alberta, and endeavour to adhere to the Council's Code of Ethics.

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, general, or special meeting shall have one vote. This vote shall be cast electronically or in person. However, if a representative of a member organization in good standing is not able to attend a meeting of the Corporation they may vote via a signed or 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 may apply for an associate (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.

c) FULL AND ASSOCIATE MEMBERSHIP

- i) 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.
- ii) 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.
- iii) 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.

BOARD OF DIRECTORS

4.

- 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.
 - iv) The Board of Directors may appoint an honorary patron who meets the criteria established by the Board of Directors

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 delivered by mail or electronically 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;
- iv) If due to a change of employment or association during a term of service on the board, two directors are associated with the same member organization, a simple majority of directors vote in favour of a resolution to remove a director.

g) 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. The appointed representative must stand for election at the next annual general meeting and the period in which they served as an appointed representative prior to election at the annual general meeting will constitute 1 term.

h) During a term of service, should a director leave their organization for a new organization, which is a member of ACGC, the director will retain their position on the board, upon agreement of the

member organization, with no interruption to their term. Should there already be a director on the board from the member organization, one must resign, or be removed following the process outlined. The vacancy will be filled following the process outlined.

- i) The directors of the Board shall not receive any remuneration for their services, but, expenses of their attendance at meetings or conferences may be paid.
- j) The Council delegates to the duly elected Board of Directors all powers which are not expressly reserved to its members by the terms of the Societies Act of Alberta

DUTIES OF OFFICERS

5.

- 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. They shall give all notices required by law and by these By-Laws. They shall have general charge of the corporate books and records of the Corporation and of the corporate seal. They shall affix the corporate seal to any lawfully executed instruments requiring it. They 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 Council 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 Council 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 Council except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

EXECUTIVE COMMITTEE

6.

- a) There shall be an Executive Committee of the Board comprised of the following:
 - i. the Chairperson elected by the Board of Directors
 - ii. 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) **Simple** majority of the members of the Executive shall constitute a quorum.

NOMINATIONS COMMITTEE

- 7. 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.

FINANCE COMMITTEE

- 8. The Finance committee consists of the treasurer, who is the chairperson, and three (3) other members appointed by the board and is responsible for recommending financial policies to the Board, arranging the annual audit of the books, review the organization's Council's budget and finances, and reporting on the year's activities at the annual general meeting, and carrying out other duties assigned by the board.

OTHER COMMITTEES

- 9.
 - 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 **the Council** . of CCIC.

EXECUTIVE DIRECTOR

- 10. The Board of Directors is responsible for overseeing the hiring and performance of an Executive Director to carry out assigned duties. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting. The Executive Director acts as the administrative officer of the board in:
 - a) Hiring, supervising, evaluating and releasing all other paid staff
 - b) Planning programs and services based on the Board's priorities
 - c) Interpreting and applying the Board's policies
 - d) Keeping the board informed about the affairs of the society
 - e) Carry out other duties assigned by the Board

MEETINGS

- 11.
 - a) The annual meeting of the members of the Council shall be held at the head office of the

Council or, elsewhere in Alberta, or online 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) The annual meeting of the members of the Council shall be held at the head office of the Council or, elsewhere in Alberta, or online 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. Member organizations shall be polled by writing or electronically one month prior to each annual, general or special general meeting of the Council to determine their accredited representatives.
- c) Twenty-one (21) days notice by mail or electronically 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 simple majority of votes by members present at the meeting 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 Chairperson or Executive Director 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 mail or electronically 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 present at the meeting.
 - iii. One third of the members in good standing shall constitute quorum at any annual, general, or special meeting. 75% of the members in good standing shall be required to vote on a special resolution.

FINANCIAL YEAR

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

AUDITORS

- 13. 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

- 14. 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

- 15. 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

16. 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.

HEAD OFFICE

17. 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.

CORPORATE SEAL

18. 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.

AMENDMENTS OF BY-LAWS

19. These By-Laws can only be repealed or amended by a special resolution of the members at a special or 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, electronically, or by proxy.

DISSOLUTION

20. 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 simple majority of the Council's members

RULES AND REGULATIONS

- 21.
- a) 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 simple majority unless otherwise stated in the bylaws or required by law. Robert's Rules of Order will be used in the last resort as determined by the Chair.
 - b) In these By-laws the singular shall include the plural and the plural the singular.