

CEED CONCORDIA

By-Laws

Article 1: Corporate Seal

- I. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. ii. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or it may be used by any officer or officers or by committee members appointed by the Board of Directors.

Article 2: Name

- I. The organization shall be known as CEED Concordia (Community, Empowerment, Education, Development. / Communauté, Engagement, Éducation, Développement).

Article 3: Mandate

- I. CEED Concordia is a non-profit organization and a fee-levy association of Concordia University. First and foremost, we are a collaborative, experiential learning organization led by our desire to build solidarity across boundaries by engaging youth both locally and internationally. ii. VISION: We see youth as change agents in their communities.
- II. Mission: We foster community engagement through youth skills development and information sharing.
- III. Values: Equality, integrity, sustainability, and social justice.
- IV. Purpose:
 - A. To advance education by providing leadership training and enrichment programs to youth aged 18 to 30 years in Canada and developing nations.
 - B. To relieve poverty by financing community-based youth development programs.

Article 4: Head Office

- I. Until changed in accordance with the Act, the Head Office of the Corporation shall be located in Montréal, Canada. The Board of Directors may change the location of the principal office of the Corporation at any time. The Corporation may also have such other offices at such other places, either in Canada or elsewhere, as the Board of Directors selects, or as the business of the Corporation may require. ii. The registered office of the Corporation shall be located at 2110 Mackay, Suite 210, H3G 2J1, in Montréal, Canada.

The location of the registered office need not be identical with the principal office of the Corporation and may be changed at any time by the Board of Directors.

Article 5: Language

- I. English and French are the official languages of CEED Concordia.
- II. In all communications and meetings of CEED Concordia, members may use either official language.
- III. In all personal communications, CEED Concordia will endeavor to use the language preferred by the correspondent.
- IV. Official notices of CEED Concordia shall be posted in both official languages.
- V. All documents of CEED Concordia shall be considered authoritative in the language of their original adoption.
- VI. CEED Concordia recognizes Acholi Luo as an official language of CEED Uganda.
- VII. CEED Concordia endeavors to use gender-neutral pronouns for all communications.

Article 6: Membership

I. Membership Classes

There shall be the following classes of members:

- A. Student Members
- B. Community Members

II. Eligibility

- A. Student membership is available through, and begins upon, payment of fee-levy to CEED Concordia.
- B. Anyone who is not a student member is eligible for community membership. Community membership is available via request through either the completion of ten (10) or more volunteer and/or internship hours for CEED Concordia and/or CEED Uganda within twelve (12) months, or payment of an annual membership fee of ten (10) Canadian dollars. Membership fees must be paid or volunteer and/or internship hours must be completed prior to the Annual General Meeting.
- C. A community or student member who receives a fee-levy refund ceases to be a member of CEED Concordia

III. Rights of Members

- A. All members shall have voting privileges in elections and general meetings of CEED Concordia. All student members and only student members shall have voting privileges in referenda of CEED Concordia.
- B. All members shall be eligible to sit as Board members.

- C. Every document of CEED Concordia shall be open to inspection by any member upon reasonable request, except for minutes of Board meetings held in closed session.

IV. Fee-levy

- A. Student members shall pay their fees through their school registration. The nature of this fee cannot be changed except by way of a referendum held in accordance with this constitution.
- B. CEED Concordia shall administer its own fee-levy refunds in accordance with
- C. these by-laws.
- D. Student member fees will only be refunded after the final class drop date of Concordia University, with full refund or financial credit of each semester. In order to receive their refund, students shall come in person to the CEED Concordia office with their student ID and student account record, within the refund period established by CEED Concordia. The refund period shall run for at least five (5) business days.
- E. Notice of the fee-levy opt-out period shall be given by CEED Concordia at least one week before the refund period begins, by: a notice on the website and social media accounts of CEED Concordia. b. a notice conspicuously posted outside the CEED Concordia office and in conspicuous places in all major buildings of the university.

Article 7: Board of Directors

I. Board Members

- A. The Board shall consist of not less than five (5) and not more than fourteen (14) members of CEED Concordia who have been elected to the Board to represent CEED Concordia. The Board seats are divided as follows: seven (7) voting seats are reserved for student representatives (faculty association representatives and the student at large) and seven (7) seats are reserved for community members and lastly, six (6) seats are dedicated to non-voting roles. ii. The current CEED Board of Directors is configured as follows:

Student representative seats Community seats (7)

- ASFA Community 1,
- CASA Community 2,
- CSU Community 3,
- ECA Community 4,
- FASA Community 5,
- Graduate Student Community 6,
- Student at large 7,

Community seats (7):

- Two (2) Uganda Representatives
- Five (5) community representative bringing relevant experience to the Board's function

Non voting seats (6):

- Chair
- Secretary
- Ex officio (2)
- Deputy Director
- ED

- B. One Community seat shall be reserved for a member of Concordia University's faculty. iv. The term of office for Board members shall be two (2) years.
- C. Vacant student representative seats are filled at the start of the fall semester upon appointment by their respective faculty association committees, except for the Graduate Student and Student at Large seats, which are filled by invitation by sitting Board members.
- D. Vacant community seats are filled at the AGM where sitting Board members may run for re-election.
- E. Board members shall retire upon entry of the new Board into office. viii. CEED management shall be considered non-voting ex-officio Board members.
- F. The Board shall have the right to appoint other Board members from time to time to fill vacant positions between elections.
- G. No remuneration shall be paid to voting Board members for being or acting as a Board member. However, a Board member shall be reimbursed for all incurred expenses while engaged in the affairs of CEED Concordia, subject to authorization according to financial guidelines determined by the Board.
- H. The position of Chair (non-voting members) shall receive an honorarium of \$1,000 per annum.
- I. The position of and Secretary (non-voting members) shall receive an honorarium of \$500 per annum. No voting Board member may be a paid employee of CEED Concordia. xiii. A Board member may resign by presenting a resignation in writing, which shall be effective upon acceptance by the Board.
- J. Dismissal of Board members
- K. A Board member who is not on approved leave is deemed to have resigned upon the non-attendance of two (2) consecutive meetings without regrets and general non-communication.
- L. A Board member may be dismissed from the Board by a two-thirds (2/3) vote at a meeting of which the Board member has received ten (10) calendar days written notice, including the reasons for the removal.

II. Board Duties and Powers

- A. The management, administration, and control of the affairs of CEED Concordia are vested in the Board, subject to this Constitution. Without diminishing the foregoing, the Board: a) may make such rules and regulations as it considers advisable for the conduct of the affairs of CEED Concordia, provided such rules and regulations are consistent with this Constitution and The Quebec Companies Act; b) may appoint standing committees, ad hoc committees, and task forces, to carry out specific functions as determined by the Board; c) shall ensure that the structures are in place for the keeping of proper financial records; d. shall perform such other duties as directed by the members, or as necessary for the Board's legitimate function.

III. Meetings of the Board

- A. The Board shall hold regularly scheduled meetings at least six (6) times per annum.
- B. Quorum shall be 50% +1 of the Board members, except any members on leave.
- C. A Board member may request to go on leave due to extenuating circumstances. Leave may be granted by the Board, in response to a request in person or in writing. When on leave, a Board member does not have a vote and cannot participate in any decision-making processes. However, the Board member retains all responsibilities of being a Board member, except attending meetings.
- D. A Board member in a conflict of interest, as outlined in the Quebec Companies Act, shall disclose such conflict and shall abstain from participating in related decisions. The failure of reporting such conflict will result in a review by the Board with possible dismissal.
- E. Meetings of the Board and its committees shall be open to all members of CEED Concordia and the Chair shall make every effort to enable the participation of all members present. However, only Board members have decision-making power. Notwithstanding the previous article, a particular meeting or portion thereof may be held in closed session only for the purpose of discussing the following matters: a) proposed, pending, or current litigation; b) personnel matters, leading to the hiring, firing, promotion, demotion, suspension, salary level, or evaluation of staff members; c) personal matters concerning the conduct of any member.
- F. Special meetings of the Board may be called, to consider matters of particular urgency: a) upon receipt of a written request from any three (3) Board members or; b. upon receipt of a petition signed by thirty (30) members of CEED Concordia, stating the time, place, and agenda of the meeting.
- G. Agenda Items: a) all members of CEED Concordia may propose items for the agenda, by bringing the item to the Board before the beginning of the meeting, b) the agenda shall be adopted at the beginning of the meeting, c) non-members of CEED Concordia may attend Board meetings to present information relating to

an agenda item; however, they may not be present for the decision-making process.

IV. Committees

- A. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.
- B. The Board of Directors shall determine the duties of such committees and may fix, by resolution, any remuneration to be paid to external sources.

V. Standing Committees

- A. Finance committee; The role of the finance committee is primarily to provide financial oversight for the organization. Typical task areas include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. An outline of responsibilities are as follows:

- i. Develop an annual operating budget with staff, approve the budget within the finance committee, and monitor adherence to the budget.
- ii. Set long-range financial goals along with funding strategies to achieve them.
- iii. Present all financial goals and proposals to the Board of directors for approval.
- iv. Create, approve, and update (as necessary) policies that help ensure the protection of the organization's assets.
- v. Ensure that policies and procedures for financial transactions are documented in a manual, that the manual is reviewed annually, and updated as necessary.
- vi. Ensure that approved financial policies and procedures are being followed.
- vii. Recruit and select the auditor; j. Present the audit report to the full Board of directors.
- viii. The finance committee chair is also the Board Treasurer. The Board treasurer ensures that the committee performs its job. Specific duties of the chair include: a) serving as the principal liaison between the committee and the full Board, b) working with the Executive Director to set an agenda for each committee meeting, c) notifying members about meetings, d) ensuring handouts and reports are prepared and sent to committee members in advance.

❖ [Terms of Reference for the Finance committee](#)

- B. Policy Committee; The role of the Board development and policy committee is primarily to ensure effective Board processes, structures, and roles, including:

- ix. Retreat planning.
- x. Committee development.
- xi. Board evaluation.
- xii. Board member recruitment, orientation, and training.
- xiii. Developing and reviewing organizational policy and evaluating the Executive Director, including: a) setting policy (i.e. By-laws), b) hiring the Executive Director to implement the policy, c) conducting an annual evaluation of the Executive Director's performance.

❖ [Terms of Reference for the Policy committee](#)

C. Strategy Committee; The purpose of the Strategy Committee is to oversee all strategic and operational components of the organization, including overseeing the development and adherence to the strategic plan and ensuring adequate tools and resources are in place to implement key strategic and operational priorities.

- i. Developing an annual work plan for the Committee with indicators for progress.
- ii. Supporting the development, implementation, and monitoring of the Strategic Plan.
- iii. Supporting CEED technical staff with developing and overseeing an operational plan.
- iv. Supporting the CEED Board with developing and overseeing a Governance plan.
- v. Identifying key reporting requirements for the Board.
- vi. Supporting the maintenance of a risk management framework.
- vii. Supporting technical staff with contingency planning.
- viii. Consider and make recommendations to the Board concerning new strategic initiatives and opportunities with a focus on strategic partnerships/alliances, and programming both domestic and international.
- ix. Consider and assess all new programs, partnerships, and business development opportunities.

❖ [Terms of reference for the Strategy Committee](#)

iv. Executive Committee; The purpose of the Executive Committee is to act on behalf of the Board of Directors on emerging and time-sensitive issues that may arise between meetings of the Board of Directors. Responsibilities include:

- a. Make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board, or where the Board has authorized the committee to act and report the decision at the next Board meeting.
- b. Determine which matters should be brought to the Board of Directors in General Board Meetings.
- c. Oversee the daily implementation of Board policies and make sure that the Board is establishing and maintaining good governance practices.

- d. Providing ongoing support and oversight of the Executive Director and Board committees.

❖ [Terms of reference for the Executive Committee](#)

G. Indemnities

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- i. Every director of the Corporation and their heirs, executors, and administrators, as well as estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
 - a. All costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; b. All other costs, charges, and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

Article 8: Election and Referendum Procedures

A. Election Procedures: The Board of Directors

- i. In order to manage the day-to-day operations of CEED Concordia, a dedicated body will be selected subject to ratification by the membership at the Annual General Meeting. Candidates will be selected by:
 - a. Appointment to the Board on behalf of one of the following elected student organizations: ASFA, CASA, CSU, ECA, FASA
 - b. By invitation of the Board ii. The membership therefore invests its authority in a directorate. Ultimate authority remains with the whole group in its membership, to which the directorate is responsible and reports.
 - iii. These by-laws, and thus these electoral procedures, are independent of all other student groups on campus. However, this autonomy does not preclude cooperative electoral action where beneficial and agreeable to all groups participating in such action.
 - iv. CEED Concordia shall actively promote the inclusion of underrepresented groups within CEED Concordia.
 - v. CEED Concordia will strive to maintain an equal representation of all faculties at Concordia on its Board of Directors.
 - vi. CEED Concordia will endeavor to maintain student leadership and representation on the Board.
 - vii. The Board shall be elected at a General Meeting, in which:
 - a. Nominations shall come from the floor;
 - b. Nominees shall declare themselves to be running either for specific portfolio, as a representative of an elected student organization, or as a general member;

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c. All candidates shall have the opportunity to present themselves, and members present at the meeting shall have the opportunity to ask questions of the candidates; d. Any candidate who cannot be present due to extenuating circumstances may present a written platform that will be read on their behalf; e. No voting by proxy will be allowed;

f. All publicity materials and advertisements for the General Assembly shall give notice of the Board elections.

B. Referendum Procedures

i. All referendum questions must be approved by the CEED Concordia Board of Directors. ii. CEED Concordia reserves the right to run its own referenda, in accordance with CEED Concordia policies and by-laws. iii. All members shall have voting rights in referenda conducted by CEED Concordia

in accordance with CEED Concordia policies and by-laws. iv. CEED Concordia's autonomy does not preclude cooperative electoral action with the Concordia Student Union and/or the Concordia Graduate Student's Association where beneficial and agreeable to all groups participating in such an action. v. Only referenda for Concordia undergraduate student fee-levy increases will be run according to the policies and procedures of the Concordia Student Union by an external third party.

vi. Any other referendum questions involving CEED Concordia's relationship to its undergraduate and/or graduate student membership are subject to the following compulsory conditions:

a. a petition clearly outlining the proposed referendum question must be submitted at least three (3) months in advance of the proposed referendum;

b. the petition must only contain the proposed question, as well as the first and last name, faculty, valid student ID number, and signature of at least seven hundred and fifty (750) Concordia undergraduate students for the purposes of a referendum concerning the undergraduate student fee levy;

c. any petition for a referendum must be independently verified and approved to ensure all signatories are registered Concordia students who have not opted out of the fee-levy; d. the question must be approved and advertised at least three (3) months before it is to be considered by the membership;

e. for the purposes of this section, the approved referendum question must be advertised through various channels;

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f. the referendum question must be approved by at least 50% of the voting membership, with a minimum voter participation of at least 10% of the applicable student membership. vii. The membership has the right to form committees for the purpose of advocating a position on a referendum question.

ARTICLE 9: MEETINGS

A. Annual General Meetings

i. CEED Concordia shall hold an Annual General Meeting each fiscal year during the winter semester months of February, March, or April at a time and place determined by the Board in accordance with this Constitution. ii. Quorum is set at twenty (20) members of CEED Concordia, at least half of which

shall be student members. iii. The AGM will be publicized for three weeks prior to its date (not including the day of) by:

a. Advertising in an independent student newspaper at Concordia University;
b. Hanging posters around both Concordia campuses; c. Listing the AGM on various advertising channels.

iv. The AGM agenda shall include, in no particular order:

a. staff reports;
b. Board report; c. working group reports;
d. financial report of the last fiscal year; e. any agenda item, other than a constitutional amendment, provided it is brought up by a member to the attention of the Board of directors at least ten working days prior to the AGM;
f. the Board election; g. election of the auditors
v. Any motion to be voted on at the AGM shall be decided by simple majority vote of members present.

B. Special General Meetings

i. Any matter which needs urgent and special attention that falls outside of the timeframe or the basic structure of the AGM can be discussed and decided on at a Special General Meeting (herein known as an SGM) of the CEED Concordia membership at any time throughout the year.

ii. SGM can be called:

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a. by decision of the Board OR request of 3 members of the Board as in special Board meetings

b. by a petition of 1000 members iii. If a SGM is called by petition, the Board of CEED Concordia shall organize the

meeting within 28 days. iv. Quorum and voting procedures at a SGM shall be the same as for an AGM, by

simple majority. v. The SGM will be publicized with a minimum 2 weeks notice by:

a. Hanging posters at both Concordia campuses; b. Listing the SGM on various advertising channels.

Article 10: Officers of the Executive Committee

A. Executive Officers

i. The officers of the Corporation's Executive Committee shall include an Executive Director and any other such officers the Board of Directors may determine. ii. Officers of the Corporation shall hold office from the date of appointment until their successors are appointed in their stead or until they are removed from office.

iii. Officers shall be subject to removal from office by resolution approved by two-thirds (2/3) majority vote by the membership present at a meeting duly called for that purpose at any time.

B. Appointment of the Executive Director

i. The Executive Director shall be hired, upon resolution by the Board of Directors, for a three-year term. ii. Terms of the contract can be modified by simple majority vote.

iii. The contract may be extended by a majority vote by the Board of Directors to a maximum of one year.

iv. The Board Development and Policy committee will lead the hiring process for the Executive Director and can propose any further stipulations.

C. Duties of Executive Officers

i. Executive Director (ED)

a. The Executive Director shall be the Chief Executive Officer of the Corporation; entrusted with the overall administration and management of the program, as well as ensuring that its operations are in accordance with CEED Concordia's standing regulations.

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b. The ED oversees the recruitment and training of student volunteers and/or interns as well as orientation while in Canada.

c. The ED undertakes resource mobilization, capacity building, and assumes strategic decisions regarding project implementation, as based on cash flow projections. d. Fundamentally, the ED ensures that CEED Concordia staffs adhere to human resource and financial rules and regulations and consequently fulfill their mandates as outlined in their contracts with the organization.

D. Appointment and Term of Officers

i. Officers other than the Executive of the Corporation shall be appointed by a resolution of the Board of Directors, for a term of office stipulated by the appointing authority, at a meeting of the Board of Directors called for that purpose. ii. The officers of the Corporation shall hold office from the date of appointment until their successors are elected or appointed in their stead or until they are removed from office.

iii. Officers shall be subject to removal from office by resolution approved by two-thirds (2/3) of the Board of Directors at a meeting duly called for that purpose at any time and where quorum is met. iv. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Article 11: Execution of Documents and Signing Officers

A. Documents

i. Binding contracts requiring the signature of the Corporation shall be signed by two officers of the Board: the Executive Director and the Chair of the Board of Directors. The Board of Directors shall have power from time to time, by resolution, to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

B. Signing Officers

i. The Signing Officers of the Corporation shall be the Executive Director and the Chair of the Board of Directors.

Article 12: Fiscal Matters

A. Fiscal Year

i. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall begin on January 1st and end on December 31st.

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Article 13: Amendments to these By-Laws

i. By-Law amendments shall be made at a General Meeting provided that thirty (30) days prior notice to wording of the amendment is readily available to members. It requires a three-quarter (3/4) vote to be adopted.

ii. If a three-quarter (3/4) vote is not reached, the General Meeting may elect to vote

on changes clause-by-clause.

Article 14: Ancillary Powers of CEED Concordia

A. CEED Concordia shall engage in business activities, as it shall from time to time determine, including but not limited to, the following powers:

- i. To enter into, perform, and carry out contracts of any kind necessary to, or in conjunction with, or incidental to, the accomplishment of the purposes of CEED Concordia;
- ii. To acquire any property, real or moveable, bought or rented, or any rights therein or appurtenant thereto, necessary or appropriate for the accomplishment of the purposes of CEED Concordia;
- iii. To borrow money, and to issue evidences of indebtedness, and to secure the same by mortgage, deed or trust, pledge, or other lien, in furtherance of any or all of the purposes of CEED Concordia;
- iv. To sell or otherwise dispose of all or any portion of the assets or properties of CEED Concordia;
- v. To pursue civil and criminal cases before the courts.

Article 15: Separability of Articles

In case any of the provisions contained in these By-Laws or any application thereof shall be invalid, illegal, or unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions contained in this agreement shall not in any way be affected.

Article 16: Auditors

Members of the Corporation must appoint an auditor to hold office until the first annual meeting and at each annual meeting, must appoint one or more auditors to hold office until the next annual meeting.

Article 17: Books and Records

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

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Article 18: Rules and Regulations

The Board of Directors may prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation, when they shall be confirmed. Failing such confirmation at such annual meeting of members, these rules and regulations shall, from that time, cease to have any force and effect.

Article 19: Dissolution

A. Dissolution

- i. The dissolution of the organization shall occur in the event that the objective of the organization has been met or if the Board of Directors passes a motion to that effect.
- ii. The motion to dissolve the organization shall be binding if supported by unanimity of the Board of Directors at a meeting called for that purpose.
- iii. A minimum of four-fifths (4/5) of sitting Directors must be present at this meeting in order for the vote to be valid and binding.
- iv. Following this vote, a referendum question must be presented to Concordia students to this effect at the earliest possible student union elections subsequent to the meeting.
- v. Once students have voted to dissolve the Corporation and cease all its activities, all assets and

valuables, wherever possible, shall be passed on to CEED Uganda, or to a charitable organization, agreed upon by the Board, that shares similar values to that of the Corporation.

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SIGNATURE PAGE TO THE BYLAWS OF CEED CONCORDIA

Adopted by the Board by resolution and unanimous vote on the 24th day of May, 2016 at Concordia University, Henry F. Hall building, 1455 de Maisonneuve O., Montreal, Quebec, Canada, H3G 1M8

Directors approving:

_____ Name Date

_____ Name Date

_____ Name Date

_____ Name Date

_____ Name Date

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