

## **Ontario Council for International Cooperation - Bylaws**

Charter # 768101

A bylaw relating generally to the transaction of the business and affairs of the Council for International Cooperation – Ontario

Also known as  
The Ontario Council for International Cooperation

As revised June 2002, June 2005, June 2007, June 2009, June 2016, September 2019

Be it enacted a bylaws of the Council for International Cooperation – Ontario (hereinafter referred to as the Council) as follows:

### **PREAMBLE**

The Ontario Council for International Cooperation (OCIC) is an expanding community of Ontario-based international cooperation and global citizenship-focused organizations, institutions and individual associate members committed to working for global for social justice, human dignity and participation for all.

As a Council, OCIC strives to increase the effectiveness and collective impact of all our members efforts to promote universal, sustainable development. OCIC is committed to principles of fair and equitable cooperative international development and promotes public engagement that helps Canadians develop a global perspective and take action for social justice.

### **OBJECTIVES**

1. The objectives of the Council shall be to promote and mobilize greater participation in universal sustainable development. In connection with the foregoing:
  - a) to create and sustain a strong and dynamic coalition of members engaged in international cooperation through international and domestic programs, global citizenship and public engagement efforts, and other appropriate activities;
  - b) to consistently reflect in all of the Council's policies, programs, projects and services the principal philosophies embodied in OCIC's vision, mission, mandate and values;
  - c) to facilitate effective member networking;
  - d) to coordinate and support members in an appropriate manner;
  - e) to provide leadership on issues of concern to members;
  - f) to provide members with relevant and effective services;

- g) to receive, administer and allocate funds and other means of support to international cooperation, global citizenship and public engagement efforts;
  - h) to act on behalf of members with their approval in such areas as consultation with government and other bodies either public or private, publication of statements and declarations, supporting and engaging in public awareness, education and action, and generally supporting their interests in the area of international cooperation, global citizenship and public engagement work.
2. The corporation will be carried on with no gain to its members and any profits accruing to it will be used in promotion of its objects.
  3. In the event of dissolution of the Council, assets remaining after payment of liabilities shall be distributed to one or more recognized charitable organizations in Ontario.

#### **SEAL**

4. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Council and shall be stored at the head office of the Council.

#### **HEAD OFFICE**

5. The head office of the Council shall be located in the City of Toronto in the Province of Ontario at a place therein where the business of the Council may be effectively conducted. The Council may establish such other offices and agencies elsewhere as the Board of Directors may deem expedient.

#### **CERTIFICATION OF DOCUMENTS**

6. The Board mandates the Executive Director on behalf of the Council to sign all documents unless otherwise specified. Such preparation and custody of documents, minutes of meetings of the society and of the directors and other books and records of the society are to be stored in the Head Office of the Council and to be available for inspection by Council Members during normal working hours.

#### **MEMBERSHIP**

7. a) The Council is composed of regular voting members and associate non-voting members. Regular voting members must:
  - i) \* be non-governmental and non-profit, and
    - \* have a direct association with international cooperation programs in Latin America, Asia, Africa, the Pacific, the Caribbean and the Middle East, or be engaged in global citizenship and public engagement efforts, primarily in Ontario, and
    - \* have an identifiable provincial or local organization. These criteria will be evaluated in accordance with recognized OCIC guidelines.

- ii) Associate non-voting membership is open to individuals, networks and institutions with relevant programs who subscribe to the OCIC vision, mission, mandate and values.
  - iii) Regular voting members must accept, in writing, OCIC's vision, mission, mandate and values. Potential new members must submit two letters of support, one of which must come from another OCIC member organization in good standing, in order to be considered for membership.
- b) The Board of Directors is empowered to approve acceptance of a member subject to ratification at the Annual General Meeting by a secret ballot of two-thirds of the regular voting members present.
  - c) The membership fees shall be re-evaluated and established by the Board of Directors periodically, subject to the ratification of two-thirds of the regular voting members present at the next Annual General Meeting.
  - d) The Council is permitted to retain a portion of government and other funds which have been given to the Council for allocation to individual members. No portion of such funds shall be retained unless to fulfill conditions specified by the funding body or to properly account for the administration of such funds. In addition, no portion of such funds shall be retained except by approval of the general membership and as based upon the method of assessment approved by it.
  - e) Any regular voting member or associate non-voting member who wishes to withdraw from membership in the Council shall notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
  - f) Regular voting members may at any time, by a two-thirds vote of regular voting members present, at an annual or special meeting pass a resolution to expel or suspend any member whose conduct shall be determined by the members to be improper, unbecoming, or be in conflict with the OCIC vision, mission, mandate and values, or likely to endanger the interest or reputation of the Council or who willfully commits a breach of the constitution or bylaws of the Council. No member shall be expelled or suspended without having been notified of the charge against it and without first having been given an opportunity to be heard by the members at a meeting called for that purpose.
  - g) Cessation of membership shall in no way relieve a (former) member of any obligations to the Council by virtue of its having been a member except by specific resolution of the Board of Directors to this effect.
  - h) Any member who resign, withdraws, or is expelled from the Council shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Council.

## BOARD OF DIRECTORS

8. a) The affairs of the Council shall be managed by a Board of Directors. The Board shall be composed of not less than six directors and not more than twelve. Members of the Board shall include representatives of international cooperation or global citizenship and public engagement-focused organizations. Up to four associate members may sit on the Board of Directors. In order to reflect the broader community, the Council shall ensure that the Board reflects the diversity of the OCIC membership, as well as the population of Ontario.
- b) Any person, other than a corporation or society, may stand for election to the OCIC Board of Directors so long as they are either staff, or on the Board of Directors of member organizations of the Council, or have been officially appointed by the Board of Directors as a member organization. Each candidate shall be nominated by an OCIC member organization and seconded by another member organization.
- c) Any such person elected to the Board of Directors shall not represent any member organization but shall thereafter represent the Council for duties exercised as a Board member. Board members will not have the right to vote or to be counted in determining a quorum at general or special meetings of the general membership. The member bodies concerned must appoint other representatives to the Council to exercise its vote.
- d) Each director shall be elected to hold office for two years until the second Annual General Meeting of the Council after their election, or until a successor shall have been duly elected and qualified. At each Annual General Meeting those on the Board who have completed a two-year term shall be retired, but shall be eligible for re-election if otherwise qualified. Directors may sit on the Board for three consecutive terms whereupon they must take retirement for one year before becoming eligible for re-election. The Immediate Past-President, if not an elected and voting member of the Board, may be asked to sit on the Board as an ex-officio non-voting participant.
- e) Election may be by a show of hands unless a ballot be demanded by any regular voting member.
- f) The regular voting members of the Council may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Directors before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person, in their stead for the remainder of their term. Directors will not receive any remuneration for their services, although they may be reimbursed for expenses incurred while attending meetings or conferences of the Council.
- g) Vacancies in the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by two-thirds of the remaining Directors if they shall see fit to do so. The remaining Directors may appoint a new Director who meets the criteria mentioned above, and such Director's appointment will be ratified by the members at the next Annual General Meeting or until they fulfill the term of the Director

being replaced. The newly appointed Director's term will begin on the date of appointment and will expire at the second Annual General Meeting subsequent to their appointment. If the vacancy remains unfilled, it shall be filled at the next Annual General Meeting of the regular voting members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

- h) The Directors shall have and exercise all the powers of the Council as fully and completely as the Council could in General Meeting, subject always however, to the provisions of the Act and the bylaws.

#### **EXECUTIVE**

9. The Executive of the Board of Directors shall consist of:
- a) President
  - b) Vice-President
  - c) Secretary
  - d) Treasurer
  - e) Immediate Past-President (optional)

#### **RULES AND REGULATIONS**

10. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws 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.

#### **BOARD MEETINGS**

11. a) A majority of directors, taking into account vacancies, shall constitute quorum for the purpose of a meeting for the directors. The Board of Directors may hold its meeting at such place or places within the province of Ontario as it may from time to time determine. No formal notice of any such meetings shall be given to each director not less than seven days before the meeting is to take place. The directors may consider or transact any business either special or general at any meeting of the Board.
- b) Questions arising at any meeting of the directors shall be dealt with on a consensus basis and failing that, by a majority vote. Each director shall be entitled to one vote. In cases of a tie, the motion fails to carry unless the Chair has not voted, in which case the Chair could vote to break the tie. All votes at any directors meeting shall be taken by ballots if so demanded by any director present, but if no demand is made, the votes shall be taken in the usual way by assent or dissent. No proxy votes will be allowed at Board meetings. A declaration by the Chair that the resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of the votes recorded in favour or against such resolution. In the absence of the President, their duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for that purpose.

c) The Board of Directors shall meet at least once a year in addition to any Board meetings held at or around the time of the Annual General Meeting of the Council. Board members shall attend a minimum of 75% of all official board meetings. Exceptional circumstances preventing attendance shall be communicated in writing to the Chair of the Board and Executive Director in advance of board meetings.

#### **OTHER COMMITTEES**

12. a) The Board may at any time appoint or request the membership to elect one or more of the directors to constitute a committee or committees of the Board. A quorum of a committee of the Board shall be a majority of the committee membership. The committee may meet at stated times on notice to all of their own number. The Board may delegate to such committees authority to exercise such of its power as the Board may delegate.
- b) At any time, any group of two or more members may form a working group for purposes of pursuing a particular purpose which lies within the objects of the Council. Such committee shall not at any time act or give the appearance of acting in the name of the Council except as specifically designated by the Board and subject to the limitation thereof and to the objects and bylaws of the Council.

#### **GENERAL AND SPECIAL MEETINGS**

13. a) The Annual Meeting of the Council shall be held each year not later than fifteen months after holding the last preceding Annual Meeting. This meeting shall take place within the province of Ontario at a place and on a date to be fixed by the Board of Directors.
- b) Any Special Meeting of the members shall be held at such time and at such place in Ontario as the Directors or the regular voting members shall determine.
- c) Notice of the time and place of a meeting of members shall be sent not less than twenty-two days or more than fifty days before a meeting:
- i. to each member entitled to vote at the meeting;
  - ii. to each Director, and;
  - iii. to the Auditor of the Council.
- d) At every Annual Meeting of the Council, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the Auditor shall be presented, the Board of Directors elected, and auditors appointed for the ensuing year.
- e) No error or omission in giving notice of any Annual Meeting, General Meeting or Special Meeting or any such adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat and any regular voting member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceeding taken or had thereat. For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise the address of any member, director or officer shall be their last

address recorded on the books of the Council.

- f) One-third of the regular voting members in good standing and represented shall form a quorum at the Annual General Meeting or any adjournment thereof. Any meetings of the Council of the directors may be adjourned at any time and from time to time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment excepted where the period from the time of the original meeting to the proposed time of the adjourned meeting exceeds one week. However, information regarding any adjournment shall be made available during this period to any member upon request.
- g) The Council may choose to make available telephonic, electronic or other communications facilities which enable all members to join the Annual Meeting by means of said facility. A member participating in a meeting by such means is deemed to be present at the meeting and will contribute to quorum.
- h) Any regular voting member in good standing shall be entitled to vote at all General and Special Meetings of the Council except as otherwise provided for in the bylaws.
- i) Votes of regular members in good standing shall be given in person or if attendance is not possible they may vote by proxy by giving a letter of permission signed by two officers of the organization to the representative of the organization voting on its behalf. Notwithstanding any other provision of this by-law, any member participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may join the Annual Meeting by telephonic, electronic or other communication facility and may vote by means of the telephonic, electronic or other communication facility that the Council has made available for that purpose, if the Council:
  - enables the votes to be gathered in a manner that permits their subsequent verification, and
  - permits the tallied votes to be presented to the Council without it being possible for the Council to identify how each member voted.
- j) At all meetings of the Council every question shall be decided by a majority of the votes of the regular voting members present in person or by proxy except where provided in these bylaws that a two-thirds majority is required. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any regular voting member. Upon a show of hands every member having rights shall have one vote and unless a poll be demanded, a declaration by the Chair that the resolution has been carried or not been carried and an entry to that effect in the minutes of the Council shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes given by the regular voting members present in person and such poll be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of

the Council in General Meeting upon the matter in question. In cases of an equality of votes at any such General Meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a casting vote.

14. The Board of Directors may from time to time authorize the employment of such persons as they deem necessary to carry out the Objects of the Council and such persons shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

#### **AMENDMENTS**

15. Amendments to the bylaws may be proposed by the Board or by any regular voting member bringing a proposal to the Board. Written notice of proposed amendment must be sent to all regular voting member agencies at least thirty days prior to the Annual Meeting. A two-thirds majority of regular voting members present is required to amend the bylaws.

#### **AUDITORS**

16. The books of account and records of the treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books of the previous year shall be submitted by such auditor at the Annual General Meeting of the Council. The fiscal year end of the Council shall be March 31<sup>st</sup>.
17. For the purposes of carrying out its objectives, the Council may borrow or raise of secure payment of money in such a manner as it sees fit, subject to the limitations specified in the bylaws of the Council or by any resolution of the Board members.

#### **FOR THE PROTECTION OF DIRECTORS**

18. Except as otherwise provided in the Corporation Act, R.S.O. c.38, no director or officer for the time being of the Council shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by the Council or for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Council shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Council or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

#### **INDEMNITIES OF THE DIRECTORS AND OTHERS**

19. Every director or officer of the Council or other person who has undertaken or is about to

undertake any liability on behalf of the Council or any organization controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all time, be indemnified and saved harmless out of the funds of the Council, from and against;

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecute against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liabilities; and
- b) all other costs, charges and expenses which the director, officer or other person 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 willful neglect or default.

The Council shall also indemnify any such person in such other circumstances as the Corporation Act or law permits or requires. Nothing in this By-law shall limit the right or any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Corporations Act or law.

#### **CONFLICT OF INTEREST OF DIRECTORS**

#### **CONFLICT OF INTEREST OF DIRECTORS AND REMUNERATION**

20. (1) No director who is in any way directly or indirectly interested in a contract or proposed contract with the Council shall be permitted to bid or offer services for personal gain or profit as per Section [126.\(1\)](#) of the Corporations Act. A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Council shall make the disclosure required and resign from the Board.
21. (2) Nothing in subsection (1) prohibits a director from receiving reasonable remuneration and expenses for their services to the corporation as a director or prohibits a director or member from receiving reasonable remuneration and expenses for their services to the Council in any other capacity, unless the letters patent, supplementary letters patent or by-laws otherwise provide as per Section 126,(2) of the Corporations Act. R.S.O. 1990, c. C.38, s. 126.

#### **SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

22. The board of directors in its discretion may submit any contract, act or transaction with the Council for approval or ratification at any Annual Meeting of the members or at any General Meeting of the members called for the purpose of considering the same and, subject to the provision of Section 71 of the Corporations Act, any such contract, act, or transaction that shall be approved or ratified or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

### **DEMISE OF THE COUNCIL**

23. Subject to the Act, in the event of the dissolution of the Council, its property and assets shall after payment of all liabilities be donated to one or more recognized charitable organizations in Canada having objects similar to those of the Council as may be decided by the Council at a General Meeting.