



Concordia Volunteer Abroad Program

By-Laws

As Amended by Board Resolution
December 11th, 2009

Article I

Corporation

- 1.1 **Corporate Seal:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.
- 1.2 **Name:** The Name of the corporation shall be Concordia Volunteer Abroad Program, where the name is too long the short reference shall be C.V.A.P.
- 1.3 **Head Office:** Until changed in accordance with the Act, the Head Office of the corporation shall be located in Montreal, 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.
- 1.4 **Registered Office:** The registered office of the Corporation shall be located at 2110 Mackay, Suite V210, H3G1V9, in Montreal, 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.
- 1.5 **Mission Statement:** To assist countries in the developing world which have been greatly affected by HIV/AIDS, poverty and conflict. This shall be done through youth volunteer partnerships and by using the funds and student resources of the program to achieve an empowered and united host community, which is developed and self sustaining.

Article II

Membership

- 2.1 **Conditions of membership:** Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation who are or were past Concordia University students. All members must be either Concordia university students or alumni from the same university.

2.2 Membership Fees: There shall be a membership fee as determined by the Board of Directors. The Current fee is set at \$0.35/credit and applies to Concordia students. Membership is reserved for only fee paying Concordia students and non fee paying Concordia staff and faculty.

Article III

Meetings of the Board of Directors

3.1 Introductory Meeting: The introductory meeting of the Board of Directors shall be held in the third or fourth week of September of each calendar year. At this meeting, board members will be introduced and their powers as members of the board shall commence. This meeting must be called by the Executive Director with at least seven days notice and must be advertised on both campuses by posters.

It shall be at this meeting that the position of *student at large who has participated in the program* on the Board shall be voted on by the registered students present at the meeting. A simple majority vote is needed to elect the *student at large who has participated in the program*.

3.2 Annual Meeting: The Annual General Meeting of the Board of Directors shall be held during the second or third week of December of each calendar year at a time and place determined by the Chair of Board of Directors. The Chair of the Board shall be the Executive Director. The Board may change the Chair if they deem it prudent or necessary. This meeting must be called by the Executive Director with at least seven days notice and must be advertised on both campuses by posters.

The Annual meeting will be open to all registered students to attend. Efforts must be made to ensure that students are properly informed of this meeting.

3.2a Voting rights at the Annual General meeting are extended to board members and one representative from each Concordia Volunteers at Home project. The CVAH project representatives must be a fee-paying Concordia Student.

3.2b Non-voting membership, with speaking rights, is extended to all past CVAP participants.

3.2c Non-voting, observer, status is extended to all members of the corporation.

3.3d Each voting representative exercise one vote.

Article IV

Board of Directors

4.1 **Composition:** The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of three Directors.

The voting composition of the Board shall comprise:

1. ASFA Representative
2. CASA Representative
3. FASA Representative
4. ECA Representative
5. President of the Concordia Student Union or his/her representative chosen from the Executive.
6. A student at large who has participated in the program, to be appointed at the Annual General meeting.
7. A CSU Council Representative to be appointed at the Concordia Student Union first annual council meeting

Non Voting Members:

8. Executive Director of C.V.A.P for a renewable three (3) year term, or otherwise determined by the Board upon hiring
 9. Director of Operations of C.V.A.P for a renewable one (1) year term, or otherwise determined by the Board upon hiring.
 10. Former Executive Directors or Directors of Operations (former Executive Officers of the Corporation).
 11. The Dean of Students or his/her chosen representative.
 12. A member of the teaching staff at Concordia University who will be chosen by the Board of Directors.
- 4.2 **Board Secretary:** The Secretary of the Board shall be the Administrative Assistant unless the Board votes by simple majority to allocate this task elsewhere. The Secretary shall be responsible for taking minutes at all Board meetings and ensuring that these minutes are distributed at the subsequent meeting.

4.3 **Term of office:** Directors shall be elected for a term of one year by their

respective bodies. Directors may assume office for another term if their re-elected by their respected bodies.

4.4 **Removal from office:** A Director may be removed from office if any of the following situations occur:

- if a Director has resigned his office by delivering a written resignation to the Chair of the corporation;
- if he is found by a court to be of unsound mind or has committed a crime against the Corporation;
- if he becomes bankrupt or suspends payment or compounds with his creditors;
- on death;
- provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy temporarily until that position has been filled by the constituency the former Director represents.

4.5 **Retirement:** A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Article V

Powers of the Board of Directors

5.1 **General Powers:** The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do:

5.1a: to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient to the mandate of the Corporation, decided on at a Board of Directors meeting.

5.1b: to limit or increase the amount to be borrowed;

5.1c: The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind

whatsoever for the purpose of furthering the objects of the Corporation

5.1d: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment

5.1e: Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

5.2 Expenditures: The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

5.3 Directors' Meetings: Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that one (1) week written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 21 days prior to the meeting which may be held in person or via conference call. Any member who intends to participate via conference call must inform the Chair of the Board of Directors one (1) week prior to such a meeting. There shall be at least two (2) meetings per semester of the Board of Directors. An error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

A Chairperson shall be the Executive Director and shall have no voting rights, unless a tie arises from a vote of the voting members of the Board. At this point the Chair can break the tie by casting a vote. If the Executive Director is unavailable to Chair the meeting, then the Board may vote to temporarily allocate this responsibility to another Board member.

5.4 Minutes of Board of Directors: The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors and officers of the Corporation.

5.5 Quorum: A majority of voting Directors in office, but no less than Four (4), whichever is greater, shall constitute a quorum for meetings of the Board of Directors.

Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

5.6 Indemnities: Every Director of the Corporation and their heirs, executors and administrators, and 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;

5.6a: 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 him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

5.6b: all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Article VI

Officers of the Executive Committee

6.1 **Executive Officers:** The officers of the Corporation's Executive Committee shall be an Executive Director, Director of Operations and any such other officers as the Board of Directors may by by-law determine.

6.2 **Appointment of Executive Director and Director of Operations:** The Executive Director and Director of Operations shall be elected for a three year term at the first sitting of the Board of Directors of the end of the contract term. 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. Officers shall be subject to removal from office by resolution approved by 2/3 of the membership present at a meeting duly called for that purpose at any time.

6.3 **Appointment and Term of Officers:** Officers other than the Executive Director and Director of Operations 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. 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. Officers shall be subject to removal from office by resolution approved by 2/3 of the Board of Directors at a meeting where quorum is met duly called for that purpose at any time.

6.4 **Duties of Executive Officers:**

Executive Director: shall be the Chief Executive Officer of the Corporation; he shall

chair all meetings of the Executive Committee. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect; shall be responsible for C.V.A.P fundraising activities and for developing and maintaining corporate relations. He shall put together and chair a fundraising committee. He shall propose and implement fundraising strategies. He shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed to perform by the Board of Directors. These tasks shall also include those outlined in Annex C. "Staff Manual and Job Descriptions" of these By-Laws.

Director of Operations: shall, oversee the development and implementation of the Volunteer Program, his responsibilities will include but not limited to managing affairs of the program in target countries, being the financial accounting officer in areas of operations, responsible for the PR and Communications in areas of operations, office management and any such other duties as prescribed by the Board of Directors. These tasks shall also include those outlined in Annex C. "Staff Manual and Job Descriptions" of these By-Laws.

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 VII

Committees

7.1 Committees: The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Article VIII

Execution of Documents and Signing Officers

8.1 Documents: Binding contracts requiring the signature of the Corporation, shall be signed by two officers of the Board, one by the Executive Director or the Director of Operations, and the second shall be the President of the Concordia Student Union.

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.

8.2 **Corporate seal:** 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 IX

Fiscal Matters

9.1 **Fiscal Year:** Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31st and begin on January 1st.

Article X

Amendments

10.1 **Amendments:** The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, may be enacted by a 2/3 majority of the directors at a meeting of the Board of Directors at which a quorum is met and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law.

Article XI

Auditors

11.1 **Auditors:** The Board of Directors shall, on an annual basis, appoint an auditor to audit the accounts and annual financial statements of the corporation for report. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. These annual reports shall be made available to the student body via the organizations website and shall also be made available to the Board of Directors at the first Board meeting immediately following the reports submission to the Executive Director by the auditing firm.

Article XII

Books and Records

12.1 **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.

Article XIII

Rules and Regulations

13.1 **Rules and Regulations:** The Board of Directors may prescribe such rules and regulations not inconsistent 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, and failing such confirmation at such annual meeting of members, shall at, and from that time cease to have any force and effect. Among these rules and regulations relating to the management and operation of the Corporation shall be a set of **Financial Policies**.

Article XIV

Interpretation

14.1 **Gender Equality:** In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Article XV

Dissolution

15.1 **Dissolution:** The dissolution of the organization shall occur in the event the objective of the organization has been met or if the Board of Directors pass a motion to that effect. 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. A minimum of 4/5 of sitting Directors must be present at this meeting in order for the vote to be valid and binding. 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. Once students have voted to dissolve the Corporation and cease all activities, all assets and valuables, wherever possible, shall be passed on to a charitable organization agreed upon by the board which actively works to better the lives of the people of Northern Uganda.

Adopted as of the ____ day of ____,_____

By the Board of Directors of The Concordia Volunteer Abroad Program

Executed By:

Executive Director

Chairperson