



## **CANADIAN CAPITAL CITIES ORGANIZATION**

### **BYLAW NO. 1 GENERAL BYLAWS - REVISED APPROVED AUGUST 2013**

#### **SECTION 1 - HEAD OFFICE**

1.0 Until changed in accordance with the provision of Section 24 of the Canada Corporations Act, the Corporation head office shall be located in the offices of the National Capital Commission, Ottawa.

#### **SECTION 2 - CORPORATE SEAL**

2.0 The seal appearing in the margin is the Corporation's seal and may only be impressed with the consent of the president and the secretary.

#### **SECTION 3 – MEMBERSHIP**

##### **3.1 Classes**

The Corporation is made up of the following membership categories:

- Institutional Member
- Associate Member

##### **3.2 Institutional Member**

Any municipal corporation, association, body corporate, or provincial or territorial government interested in furthering the Corporation's objectives and activities and which complies with the eligibility standards as set forth from time to time by a resolution of the Board of Directors may become an Institutional Member.

Institutional Membership shall entitle up to five (5) representatives of a single institution to participate in all Corporation activities, including the annual conference and receive all notices convening meetings of members. However, the institution will be entitled to only one (1) vote on any CCCO business matters and must designate one person as its voting representative. The Institutional members may nominate one representative to serve on the CCCO Board of Directors. Elections will be held as per Section 5. An Institutional Member may at any time remove and replace its designated voting representative by notice forwarded to the Corporation's secretary.

A voting representative of an Institutional Member is automatically disqualified in the event:

- a) he/she is dismissed by the Institutional Member or
- b) the Institution is no longer a Member of the CCCO.

Subject to Clause 4.10 herein, an individual shall be a designated representative for only one Institutional Member.



### **3.3 Associate Member**

Any corporation, association, body corporate, or other person interested in furthering the Corporation's objectives and activities may become an Associate Member. Associate membership shall entitle an individual to attend CCCO events, but will not entitle the individual to vote on any CCCO business matters or be elected to the Board of Directors.

### **3.4 Dues**

The Board of Directors shall determine the amount of the annual membership dues. Members will be notified in writing of the dues, including terms and conditions, at the time payable. Dues must be paid within one (1) calendar month of the membership renewal date. Members in default shall automatically cease to be members of the Corporation. Paid dues are not refundable in the event of the removal, suspension or resignation of a member.

### **3.5 Termination of Membership**

A membership in the Corporation is terminated when:

- a) The member resigns at any time by submitting a written notice of resignation to the president or secretary. In which case such resignation shall be effective on the date specified in the resignation. The resignation of a member does not exempt it from payment of any dues owed to the Corporation prior to the effective date of resignation.
- b) The member's term of membership expires
- c) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- d) the member is expelled. The Board of Directors may, by resolution, indefinitely suspend or permanently expel a member who violates any provision whatsoever of the Corporation's bylaws or whose behaviour or activities are detrimental to the Corporation. The Board of Directors' decision in this respect shall be final and may not be appealed. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide written notice and provide reasons for the suspension or expulsion.

## **SECTION 4 – MEMBERS' MEETINGS**

### **4.1 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.2 Annual General Meeting**

The annual general meeting of the members shall be held, in conjunction with the Corporation's annual conference to accept the annual directors' report, to elect the directors and officers, to receive the Corporation's financial statements, to name the auditors and, if necessary, to determine their remuneration. The annual general meeting shall be held at the Corporation's head office or at any other location in Canada which the Board of Directors may choose.



### **4.3 Special Meeting**

A special meeting of the members shall be convened at any time for any purpose and at any location in Canada.

- a) A special meeting of all members may be convened upon instructions from the president, the vice-president, the Board of Directors, or upon written request from at least 20 percent (20%) of the members of the Corporation, provided that a notice is given in each case as set forth in Clause 4.4 herein OR without formal notice of meeting if all registered members are personally present.
- b) In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.4 Notice of Meetings**

Notice of the time and place for the holding of the annual general meeting or a special meeting must be sent to all members at least fourteen (14) days in advance. Such notice will be provided to members in the form of an electronic document sent to the email address provided by the member. The notice of a meeting in which special business shall be dealt with must contain sufficient details to enable members to make a well-informed decision. No resolution passed or procedure adopted at any meeting of members shall be invalidated because of unintentional omission to send a notice of such meeting, or because of a member's failure to receive such notice. Notice of a meeting shall not be necessary if all of the members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. The unintentional omission in a meeting notice of any business which the law or these bylaws require be dealt with in such meeting shall not prevent the meeting from validly dealing with this business. A member may waive, either before or after the meeting, notice of any meeting of members or any irregularity which took place in said meeting or in said notice of meeting. The attendance of a member at any such meeting shall be deemed to be a waiver to said notice of meeting.

### **4.5 Quorum**

50% plus one (1) of voting representatives present at the meeting shall constitute quorum. Each voting representative present at the meeting shall have the right to exercise one (1) vote. See 3.2 for definition of a voting representative.

### **4.6 Adjournment**

Whether or not there is quorum, any meeting of the members may be adjourned by the majority of the members present and no notice of this adjournment shall be necessary, unless the adjournment postpones the meeting by ten (10) days or more. Any business may be dealt with at any such adjourned meeting having quorum which could have been dealt with at the meeting before adjournment.

### **4.7 Decisions**

Unless otherwise prescribed by law or any other provision of these bylaws, all issues submitted to the meeting of members shall be decided by majority vote.

### **4.8 Vote by Show of Hands**

Unless otherwise prescribed by law or any other provision of these bylaws, a vote may be taken by a show of hands at any meeting of the members, unless the ballot vote is requested. The announcement by



the chairperson of the meeting that a resolution was passed, or ratified unanimously, or specified, or rejected by a majority and an indication to this effect in the minutes of the meeting, shall be sufficient proof of this fact without the need to prove the number or the percentage of votes registered for or against said resolution.

#### **4.9 Ballot Vote**

Unless otherwise indicated, at every meeting of the members, the chairperson of the meeting or twenty percent (20%) of the members present having the right to vote at the meeting may request a ballot vote (before or during the announcement of the results of the vote by show of hands).

#### **4.10 Proxy**

A member may, by means of a written proxy, appoint a proxy holder to attend and represent said member at any meeting of the members in the manner and to the extent authorized by the proxy. A proxy holder must be an Institutional member of the Corporation. The notice for each meeting of the members shall remind the members that they are entitled to name a proxy holder.

#### **4.11 Written Resolutions**

Written resolutions, signed by all members of the Corporation and meeting all the requirements pertaining to the membership meetings have the same force and effect as if they had been passed during one of these meetings.

### **SECTION 5 - DIRECTORS**

#### **5.1 Number**

The Corporation's property and business shall be managed by a board made up of a minimum of three (3) and a maximum of sixteen (16) directors, one from each capital region, the National Capital Commission and Canadian Heritage. Each shall have no more than one seat on the Board. Directors must be individuals, must be 18 years of age or over and must be competent under the law of contract.

#### **5.2 Eligibility**

Institutional members from each province or territory may nominate a Director for election to the Board. The nominee must be the voting representative from an institutional member. Nominations shall be communicated to the Secretary prior to the election.

#### **5.3 Election and Term of Office**

Unless otherwise prescribed by law or any provision of these bylaws, directors shall be elected for two (2) year by the members convened at the annual general meeting. The election of the directors shall be by show of hands unless a majority of the members present at the said meeting request a ballot vote.

#### **5.4 Vacancies**

A director's position shall be automatically vacated if:

- a) he/she withdraws from his/her duties by giving written notice to the secretary of the Corporation;
- b) he/she is suspended or incapacitated in any way whatsoever;
- c) he/she becomes bankrupt, ceases payments or makes an arrangement with his/her creditors;



- d) he/she is removed from office upon a resolution passed by two-thirds (2/3) of the members present at a special general meeting of members;
- e) he/she fails to attend three (3) consecutive meetings of the Board of Directors without the permission of the Board of Directors; or
- f) he/she passes away.

Any director whose office has been declared vacated may be replaced by resolution of the Board of Directors but the replacement shall only fill the office for the balance of his/her predecessor's unexpired term. When vacancies arise on the Board of Directors, it is up to the directors who remain in office to fill them and, in the meantime, they may validly continue to perform their duties as long as there is quorum.

### **5.5 Remuneration**

Any director of the Corporation must carry out his/her duties without remuneration and he/she is forbidden to receive, either directly or indirectly, by reason of his/her position, financial benefits, with the exception of the reimbursement of reasonable expenses incurred by such director in the performance of his/her duties.

### **5.6 Duty of Care**

Directors are under a fiduciary duty to the Corporation to carry out the duties of their office honestly and in good faith and in the best interests of the Corporation. Directors must exercise care, diligence and skill of a reasonably prudent person in carrying out his or her duties.

### **5.7 Disclosure of Conflict**

Each Director has an obligation to disclose any direct or indirect conflict of interest in the affairs of the Corporation. Board members must avoid even the perception of a conflict of interest, including conflict of office or property. If a Director is in doubt as to whether or not a conflict exists or could exist, he or she shall seek forthwith the advice of a person designated by the Board. Directors shall declare any real or potential conflict of interest regarding a Board agenda item and shall remove themselves from the room prior to discussion of the matter and shall neither vote on the item nor attempt to influence the voting of other members on any question in respect of the matter.

### **5.8 Liability**

No director or officer of the Corporation shall be liable for losses or damages of any nature whatsoever sustained by the Corporation while he/she is in office with the exception of losses or damages resulting from his/her negligence or intentional omission.

### **5.9 Indemnification**

A director (or his/her heirs and assigns) shall be compensated for, when necessary and at any time, from the funds of the Corporation and shall be held harmless against: a) all costs, charges and expenses which this director shall bear or sustain during or upon any action, lawsuit or proceedings commenced against him/her, with respect to or because of acts made or things done or allowed by him/her in the performance of his/her duties; and b) all other costs, charges and expenses which this director shall bear or sustain during or upon Corporation business or with respect to its business with the exception of those resulting from his/her negligence or his/her intentional omission.



### **5.10 General Powers of the Directors**

In general, directors shall have the power to do all things concerning the control and management of the Corporation's business which do not contravene the law and these bylaws as well as all acts necessary to promote the Corporation's objectives.

## **SECTION 6 – BOARD OF DIRECTORS' MEETING**

### **6.1 Calling of Meetings**

Meetings of the board of Directors may be called by the president, the vice-president or any two(2) directors at any time.

### **6.2 Notice of Meeting**

Meetings of the Board of Directors may be held when and where the directors shall choose provided that each one of them receives an advance written notice by electronic mail at least fourteen (14) full days in advance. The Board must meet at least once every year. No error or omission in the advance notice given for a meeting or adjournment of a meeting shall cancel said meeting or invalidate the measures that would have been adopted and a director may at all times waive the advance notice and ratify, approve or confirm the measures taken or passed during said meeting.

### **6.3 Quorum**

A minimum of fifty per cent (50%) plus one of the directors then elected shall constitute the quorum necessary to transact business, provided that the number of directors is not less than the minimum required by this bylaw.

### **6.4 Adjournment**

Whether or not there is quorum, every meeting of the Board of Directors may be adjourned by a majority vote of the directors present and no notice of this adjournment shall be necessary.

### **6.5 Vote**

Any issue submitted to the meeting of the directors shall be decided by majority vote, each director present having one (1) vote. In the event of a tie vote, the chairperson of the meeting shall not be entitled to a second vote or a deciding vote and the motion fails.

### **6.6 Waiver of Notice**

A director may waive, either before or after said meeting, notice of any meeting of directors by signing a document which he remits to the secretary of the meeting. A director's presence at any meeting shall be deemed to be a waiver of the notice of said meeting.

### **6.7 Written Resolution**

A written resolution, signed by all the directors entitled to vote at meetings of the Board of Directors or a committee of the Board of Directors, is valid and has the same force and effect as if it has been passed at a duly convened and held meeting of the Board of Directors.



### **6.8 Participation by Telephone or other means**

A director may participate in a meeting of the Board by means of conference telephone or other communications facilities by means of which all Directors participating in the meeting can hear each other. A Director participating in a meeting in accordance with this clause shall be deemed to be present at the meeting and shall be counted in the quorum and therefore be entitled to speak and vote.

## **SECTION 7 – COMMITTEE**

**7.1** The Board of Directors may establish committees by resolution. Terms of reference will be created for any committee established by the Board of Directors.

**7.2** Each committee shall be chaired by a director of the Corporation appointed by the Board of Directors. Other members of the committee, who need not be members of the Corporation, shall be appointed by the Board of Directors and will hold their offices at the will of the Board of Directors.

**7.3** The Board of Directors shall outline the mandate of each committee in the resolution establishing the committee and appointing its members.

**7.4** A committee may be dissolved by resolution of the Board of Directors or must terminate upon completion of its mandate and submission of its final report.

## **SECTION 8 – OFFICERS**

**8.1** The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officer whose title and duties may be determined by resolution of the Board of Directors. One person may fill several officers' positions.

### **8.2 Election**

Officers shall be elected by the members at the annual general meeting of the members. Officers remain in office until the following annual general meeting. All officers must be directors.

### **8.3 Delegation of Powers**

If an officer of the Corporation is absent, incapacitated or refuses to act or for any other reason which the Board of Directors deems sufficient, the Board may delegate all or part of said officer's powers to any other officer or director for the necessary time.

### **8.4 Powers and Duties of the Officers**

Unless otherwise prescribed by law or by these bylaws, each officer shall fulfill all the duties and exercise all the powers ordinarily attached to his/her duty and shall, moreover, perform said duties and exercise said powers which shall or may be entrusted to him/her by the directors.

### **8.5 President**

The president shall be the Corporation's chief executive officer and, unless ordered otherwise by the Board of Directors and subject to the Board's control, is responsible for the administration of all





Corporation Business. He/she shall chair all meetings of the members and of the Board of Directors at which he/she is present and shall sign all documents requiring his/her signature.

#### **8.6 Vice-President**

The vice-president shall be vested with all the powers and shall fulfill all the duties of the president in the latter's absence, incapacity or refusal to act. The vice-president shall sign any contract, document or written instrument requiring his/her signature as well as exercising the powers and performing the duties which the Board of Directors may entrust to him/her at any time by resolution.

#### **8.7 Secretary**

The secretary shall attend all meetings of the members and the Board of Directors and shall draft the minutes. The secretary shall give notice of all meetings as required by law or these bylaws. The secretary shall be the keeper of the seal and all books, documents and archives of the Corporation. Moreover, the secretary shall perform all other functions or duties which shall or may be entrusted to him/her by the directors.

#### **8.9 Treasurer**

The treasurer shall receive all moneys paid to the Corporation and shall deposit said sums in the name of and to the credit of the Corporation in a financial institution chosen by the Board of Directors. The treasurer shall keep or have kept in the Corporation's books an itemized and full statement of all transactions affecting the Corporation's financial situation and shall at all times show said books and accounts to any director or the Corporation upon request at the Corporation's office during office hours. Moreover, the treasurer shall perform all other duties or functions which shall or may be entrusted to him/her by the directors. The treasurer shall answer to the Board of Directors and shall report to it during regular Board meetings or at any other time at the Board's request.

#### **8.10 Resignation and Dismissal of Officers**

An officer may resign at any time by giving written notice of the resignation to the president or the secretary or to a meeting of the Board of Directors. An officer may be dismissed at any time, with or without cause, by a resolution passed by the majority of the directors then in office.

#### **8.11 Vacancy**

Should the office of any one of the officers of the Corporation become vacated further to death or resignation or any other reasons, the Board of Directors, by resolution, may elect or name another director to fill this vacancy and this officer shall remain in office for the unexpired duration of the term of office of the officer thus replaced.

### **SECTION 9 - GENERAL MANAGER**

**9.1** The Board of Directors may, by resolution, name a general manager of the Corporation and from time to time, determine the salary, and define the duties of the general manager.





## **SECTION 10 - FINANCIAL PROVISIONS**

### **10.1 Fiscal Year**

The Corporation's fiscal year shall end March 31.

### **10.2 Auditors**

At every annual general meeting, the members shall name one or more auditors who shall remain in office until the following annual general meeting or until their resignation or replacement. The auditors shall every year at the end of the Corporation's fiscal year, audit the Corporation accounts, prepare the appropriate financial statements and report to the members at the next annual general meeting.

## **SECTION 11 - NEGOTIABLE INSTRUMENTS, CONTRACTS AND LEGAL DECLARATIONS**

### **11.1 Banking Instruments**

All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by persons designated from time to time for this purpose by the Board of Directors. Unless provided otherwise by a resolution of the directors, all endorsements of cheques, bills of exchange, promissory notes and other negotiable instruments payable to the Corporation shall be for collection and deposit credited to the Corporation, at any duly authorized bank or depository. These endorsements may be made by a stamp or other device.

### **11.2 Attestation of Documents**

Contracts, documents or written instruments requiring the Corporation's signature may be validly signed by the president and by the secretary and all contracts, documents or written instruments thus signed shall bind the Corporation without further formality or authorization. The Board of Directors shall have the power to name, by resolution, from time to time, any other officer or any other person for the purposes of signing all contracts, documents or other written instruments on behalf of the Corporation and this authorization may be general or specific. When required, the Corporation's seal may be impressed upon contracts, documents, or signed instruments as indicated above or signed by any other person designated by a resolution of the Board of Directors.

### **11.3 Legal Declarations**

The president, the vice-president, the secretary, the treasurer or any director is authorized pursuant hereto to make, on behalf of the Corporation, any declaration upon seizure by garnishment, before or after judgment, and to reply at any examination upon articulated facts and other proceeding which may be necessary in a litigation concerning the Corporation and grant any power of attorney with respect to these proceedings. The Board of Directors however is free to name any other person to represent the Corporation for the aforementioned purposes.

## **SECTION 12 - AMENDMENT OF THE BYLAWS**

### **12.2 Amendment**

The Corporation's bylaws may be rescinded or amended by a bylaw passed by the Board of Directors and approved by a simple majority (50% +1) of the votes of the members convened at a general, annual or special meeting.