

BY-LAWS of the Chelsea Foundation

Adopted by
The Chelsea Foundation
September 15, 1998
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Amended November 28, 2001
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CHAPTER 1

GENERAL PROVISIONS

1.1 NAME

The foundation shall be called the CHELSEA FOUNDATION (referred to as "THE FOUNDATION" in this document).

1.2 HEAD OFFICE

The head office of the Foundation shall be located in the municipality of Chelsea at a place chosen by the Board of Directors.

1.3 NATURE

The Foundation is a non-profit charitable organization whose principal objective is to promote sporting, recreational and socio-cultural activities in the municipality of Chelsea. The promotion of these activities is primarily achieved through the operation and management of the Meredith Centre and associated infrastructure and lands.

1.4 OBJECTS

The Chelsea Foundation is a not-for profit charitable organization whose principle objective is to open and manage a community centre in Chelsea Quebec, to offer certain programs, and to make the facilities available to the general public.

The Chelsea Foundation can receive donations, bequests, and other contributions of the same nature in money, securities, and real property; administer such donations, bequests

and contributions; organize membership campaigns for the purpose of raising funds for charitable purposes.

These objects do not permit members or their successors to recover, in any way, the money that they have paid to the corporation.

1.5 MEMBERSHIP

There are two categories of membership in the Foundation: 1) regular; and 2) municipal.

a) The regular class of membership in the Foundation shall be given automatically to all persons eighteen (18) years of age or older who meet the requirements of this part and who are residents of the Municipality of Chelsea. Each member shall be entitled to one (1) vote at all meetings of the members.

Fees may be collected by the Foundation for the sole purpose of achieving its objects. The annual membership fee is established by the Board of Directors. No member shall have the right to vote at any meeting of members if his or her membership fees are not fully paid.

Any member may withdraw from the Foundation by delivering to the Foundation a written resignation and lodging a copy of the same with the Secretary of the Foundation.

A member shall cease to be member of the Foundation if at a general meeting of members a resolution is passed by seventy-five percent (75%) of the members present at the meeting that his or her membership shall terminate.

b) The municipal class of membership shall be comprised of up to 5 individuals to be named by the Municipality of Chelsea. The Municipality of Chelsea shall confirm in writing to the Foundation Secretary who these members shall be. At any time the Municipality may revoke the membership of one of its members. Membership fees shall be waived for this class of membership.

1.7 FISCAL PERIOD

The fiscal period of the Foundation shall commence on October 1 and end on September 30 of the subsequent year.

CHAPTER 2

BOARD OF DIRECTORS

2.1 COMPOSITION

- a) The Board of Directors consists of between a minimum of 7 and a maximum of 11 members in good standing of the Foundation, elected at the annual general meeting of the Foundation in accordance with the procedures for elections set forth in subsection 2.4.
- b) Notwithstanding the election rules outlined in section 2.4, no more than 3 members of the Board of Directors will be appointed to serve by the Municipal Council of Chelsea. The Municipality will advise the Secretary of the Board of Directors of their appointees at least one month prior to the annual general meeting. Such appointments will be confirmed and announced publicly at the annual general meeting.
- c) The Board has the right to create non-voting Board positions and appoint non-voting members to fill those positions on the Board.
- d) The Executive Director of the Meredith Centre and the Past President of the Board, once his/her term as an elected member has ended shall be non-voting members.
- e) A nominating committee of the Board shall be named by the President at least two months prior to the annual general meeting of the Foundation. The nominating committee shall secure the nominations for vacant board positions and will notify the candidates. The result of the nominating committee's deliberations and nominees for the election to the Board of Directors shall be given to the President and the Secretary of the Board for inclusion in the notice to the members of the Association of the Annual General meeting.

2.2 COMMITMENTS

A person who agrees to be a member of the Board of Directors:

- a) must have the firm intention of being involved in the Foundation and to work for the good of the people the Foundation has been created to serve;
- b) before joining the Board, must have reviewed his or her professional and family commitments and determined that he or she has the time necessary to devote to the responsibilities associated with membership;
- c) must feel bound by the objects of the Foundation and agree to be bound by them in good faith;
- d) accepts that they are bound to act in the best interests of the Foundation at all times;

e) for the sake of greater clarity, any municipal appointee to the Board of Directors must conform with sections a), b), c) and d).

2.3 POWERS AND RESPONSIBILITIES

The Board of Directors is responsible for the oversight and strategic direction of the Foundation. It carries out the decisions made during the annual general meeting and all special general meetings and approves the general policies of the Foundation. Furthermore, the Board of Directors is mandated to supervise the business operations, including but not limited to the Meredith Centre and associated lands and infrastructure, and the management of property of the Foundation.

2.3 LENGTH OF MANDATE

Unless the members of the Board of Directors are appointed by the Municipality as per section 2.1(b), they are to be elected for a period of two years and their mandate shall cease at the end of the Annual General Meeting two years after their election. The aggregate length of term for a Board member shall be no longer than six (6) consecutive years.

2.4 ELECTIONS

- a) Eligibility: With the exception of those Board members who are appointed by the Municipality, to be eligible for election to the Board of Directors, an individual must be a member in good standing.
- b) Preliminary procedure: The annual general meeting must choose among those persons present an election Chair and an election Secretary for the meeting, neither of whom may vote at the meeting or be a candidate in any election to be held at the meeting.
- c) Nominations: i) Once the election Chair has received any notifications of options to continue from exiting members of the Board of Directors, the election Chair shall advise the meeting of the number of positions on the Board of Directors that are open for election; ii) next, the election Chair shall open the floor to nominations of members of the Foundation wishing to run for election to the Board of Directors; iii) all persons meeting the eligibility requirements for a Board member are eligible to run for election provided that their nomination by another member of the Foundation is received by the Secretary at least 7 days prior to the date of the meeting.

- d) Voting: If the number of candidates exceeds the number of vacant positions, the election Chair must call a secret vote to fill the vacant positions. The election Chair shall, in the presence of scrutineers named by the respective candidates, count the votes and declare elected those persons who obtained the greatest number of votes. In case of a tie vote for the final position, there shall be a second vote involving only the tied candidates.

2.5 QUORUM

A quorum for each meeting of the Board of Directors is 50 per cent plus one of the members of the Board of Directors.

2.6 MEETINGS

The Board of Directors shall meet at least four times per year.

Notice of a meeting of the Board of Directors shall be given by telephone, in writing or by such other means of communication available to the recipient, such as facsimile or electronic mail, to all members of the Board at least three days before the date set for the meeting.

Meetings of the Board of Directors shall be open to the public. The President of the Board of Directors may declare an in camera session in which case the Secretary shall stop making a record of the proceedings for the duration of the in camera session.

2.7 DECISIONS

- a) Each Director shall have one (1) vote.
- b) A motion of the Board of Directors shall be approved upon a simple majority vote of those directors present at the meeting.

Voting will be by a show of hands, except when at least 50 per cent plus one of the directors request that the vote be by secret ballot.

In case of a tie vote, the President shall cast the deciding vote. Otherwise the President does not vote.

2.7 RESIGNATION AND REMOVALS

A Board member and his/her position shall be automatically vacated if:

- a) The Board member resigns by providing written notice of resignation to the Secretary , who is responsible for advising other members of the Board of Directors of the resignation. If a municipally-appointed member of the Board of Directors resigns, he/she must inform the Mayor; b) the Board member fails to attend, without just cause, three (3) consecutive Board meetings;
- c) at a meeting of the Board of Directors called for such purpose, a two-thirds (2/3) majority of the Board members present votes for a resolution that he or she be removed from office;
- d) on the death of the Board Member.

2.8 VACANCY

If a Board member position becomes vacant in the course of a fiscal year, the Board of Directors may fill the vacancy by choosing a new Board Member from amongst the members in good standing of the Foundation.

If a municipally-appointed member of the Board of Directors resigns or becomes unable to perform his/her functions for a period of more than 6 months, the Municipality may replace this member on a temporary or permanent basis.

CHAPTER 3

THE EXECUTIVE COMMITTEE

3.1 COMPOSITION

The Executive Committee is made up of five persons.

As soon as possible after the election of the Board of Directors, the Board shall hold a special meeting to elect, amongst its members, the members of the Executive Committee.

The procedure for elections set forth in Chapter Five (5), other than article 5.3, shall apply, with such necessary modifications as are required.

The Secretary and Treasurer must be members of the Foundation but need not be members of the Board of Directors.

The officers who are members of the Executive Committee shall consist of the following:

- 1) the President
- 2) the First Vice-President

- 3) the Second Vice-President (appointed by the Municipality)
- 4) the Secretary
- 5) the Treasurer

3.2 DUTIES AND RESPONSIBILITIES

The Executive Committee shall have the following duties and responsibilities:

- a) carrying out the day-to-day administration of the Foundation;
- b) carrying out the responsibilities assigned to it by the Board of Directors;
- c) reporting to the Board of Directors, the annual general meeting and any special general meeting, on the activities, financial operations and projects of the Executive Committee.

3.3 RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE MEMBERS

The President:

The President presides over meetings and leads the discussions at the annual or special general meetings. In the event of a tie in voting, the President shall cast the deciding vote. Otherwise the President does not vote. The President carries out all other responsibilities set forth in the Constitution, signs minutes and, jointly with the treasurer, all cheques and other financial instruments of the Foundation. The President calls the Annual General Meeting, any Special General Meeting and all meetings of the Board of Directors.

The Vice-Presidents:

In the absence of the President, one or the other Vice-President, in order of their rank, shall exercise the same powers and responsibilities and play the same roles as the President and shall carry out such tasks as may be assigned to them by the President. At least one Vice-President shall be a Board Member appointed by the Municipality.

The Secretary:

The Secretary shall prepare all minutes of meetings and keep in safe keeping such documents as may be assigned to his or her care by the Executive Committee or the Board of Directors. The Secretary is responsible in a general way for all correspondence, including that related to the calling of meetings.

The Treasurer:

The Treasurer is responsible for the overall finances of the Foundation. The Treasurer shall deposit funds of the Foundation in a financial institution selected by the Board of Directors. At the request of the Board of Directors, the Treasurer shall report on the finances of the Foundation and submit to the Annual General Meeting an annual financial

statement for the Foundation. Jointly with the President, the Treasurer signs all cheques and other financial instruments of the Foundation.

3.4 THE TERM OF THE OFFICERS

The members of the Executive Committee are elected for a two-year term ending at the annual general meeting closest to the second anniversary of their election.

3.5 MEETINGS

The President shall call meetings of the Executive Committee.

Notice of each meeting of the Executive Committee shall be given by telephone, or in writing or by such other means of communication available to the applicable member, such as facsimile or electronic mail, at least three days before the date of the meeting.

3.6 QUORUM

A quorum of a meeting of the Executive Committee shall be three (3).

3.7 VOTING

Decisions of the Executive Committee shall be taken by majority vote of members present at the meeting.

3.8 RESIGNATION

An officer may resign by giving written notice of resignation to the members of the Board of Directors. If the officer is a Board member appointed by the Municipality, he/she must inform the Mayor.

3.9 VACANCIES

If a position of officer becomes vacant during a term, the President shall call a meeting of the Board of Directors to elect a replacement.

The procedure for the election shall be that set forth in Chapter Two, with such necessary modification as the circumstances require. If no one is prepared to stand for election, the position shall remain vacant until the end of the term.

CHAPTER 4

GENERAL MEETINGS

4.1 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held at a time, place and date chosen by the Board of Directors. This meeting shall be held before December 1.

4.2 NOTICE OF MEETING

The notice of the Annual General Meeting may be by regular mail or electronic mail by the Secretary to members of the Foundation at least 30 days prior to the meeting and must contain the following information:

- a) the agenda, the financial statements for the year ending and the budget for the next fiscal year.
- b) a description of the responsibilities of the officer positions held by members of the Executive Committee;
- c) any other documentation considered by the Board of Directors to be important.

4.3 RESPONSIBILITIES

The Annual General Meeting has the responsibility to:

- a) consider reports and motions submitted to it and to decide whether to approve or reject them;
- b) elect the directors who form the Board of Directors of the Foundation;
- c) amend the existing constitution.

4.4 SPECIAL GENERAL MEETINGS

A special general meeting may be called, further to a written request, signed by:

- a) at least three members of the Executive Committee, or
- b) at least 5 members of the Board of Directors, or
- c) a simple majority of all members of the Foundation.

The written request for the calling of a special general meeting must be delivered to the President.

A Special General Meeting shall take place on a date and at a time and place chosen by the Executive Committee within 30 days after receipt by the President of the request for such meeting.

The Secretary shall notify members through regular mail or electronic mail of the Special General Meeting to the members of the Foundation at least 21 days prior to the date of the meeting.

The notice of meeting shall include a copy of the request for the special general meeting and any other such documentation considered by the Board of Directors to be important.

4.5 RESTRICTION

A Special General Meeting may only discuss those questions specified in the notice of the meeting.

4.6 RIGHT TO VOTE

Members in good standing of the Foundation have the right to vote at the Annual General Meeting and any Special General Meeting.

CHAPTER 5 BOARD FINANCIAL OPERATIONS

5.1 Board members shall not be entitled to receive remuneration for their services but they shall, however, be entitled to reimbursement of expenses incurred in the fulfillment of their duties as directors.

5.2 The Board may appoint such agents as it shall deem necessary from time to time, and such persons shall have such authority, perform such duties and receive compensation as shall be determined by the Board at the time of such appointment.

5.3 The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Foundation.

5.4 Board members shall administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation 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 Foundation is by its character or otherwise authorized to exercise and do.

5.5 Board members shall have power to authorize expenditures on behalf of the Foundation from time to time and may delegate by resolution to an officer or officers of

the Foundation. Board members shall have the power to make expenditures for the purpose of furthering the objectives of the Foundation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of having such company administer the investments or other holdings of the Foundation and under such trust agreement the capital and interest may be made available for the benefit of promoting the objectives of the Foundation in accordance with such terms as the Board may determine.

CHAPTER 6

INTERNAL MANAGEMENT

6.1 NOTICE OF GENERAL AND SPECIAL GENERAL MEETINGS

A notice of the Annual General Meeting and of any Special General Meeting must be sent to all members in good standing of the Foundation at least 30 days before the date scheduled for the meeting.

For Special General Meetings, the notice period may be shorter in the event of an emergency (see article 4.5).

The notice of meeting may be hand delivered, or sent by regular mail or any other means of communication available to the recipient of the message, such as facsimile or electronic mail.

6.2 OFFICIAL DOCUMENTS

All official documents, other than day-to-day correspondence, must be signed by the President, or by persons specifically designed by resolution of the Executive Committee or of the Board of Directors.

6.3 ASSETS AND MONIES

The Foundation shall not spend any money or dispose of any assets for purposes unrelated to its objectives. In this regard, the Board of Directors may, by resolution, establish the procedures relating to the spending of money or the disposition of assets.

The Foundation may accept or reject donations of one kind or another, whether in cash or kind for the purposes of achieving its objectives. In this regard, the Board of Directors may, by resolution, establish procedures relating to the acceptance or rejection of donations.

6.5 AMENDMENTS TO THE BY-LAWS

The Constitution may be amended from time to time at an Annual General Meeting or a Special General Meeting, provided notice of the meeting makes specific reference to the proposed amendment to the Constitution.

To carry a motion to amend the constitution must have the support of at least 60% of the members in good standing present at the general meeting.

CHAPTER 7

BOARD COMMITTEES BODY

In addition to the Executive Committee, the Board may from time to time appoint one or more other committees and delegate to such committees any of the powers of the Board, subject to the terms of reference imposed from time to time by the Board and by applicable law. The members of any such committee will hold their offices at the pleasure of the Board. The duties and terms of reference of such committees shall be determined by the Board.

CHAPTER 8

INDEMNITY

Each Board member shall be deemed to have assumed office with the express understanding, agreement and condition that every Board member of the Foundation and his or her heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and save harmless out of the funds of the Foundation from and against all costs, charges and expenses whatsoever, which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by him or her in or about the execution of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Foundation, if the Board member: a) acted honestly and in good faith with a view to the best interests of the Foundation; and b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds to believe that such conduct was lawful.

CHAPTER 9

CONFLICT OF INTEREST

A Board member shall not accept employment with the Foundation, without resigning or taking a leave of absence from the Board.

A Board Member who in any way, directly or indirectly, has a real or apparent personal interest which may result in any financial gain, must declare such interest and refrain from voting and attendance during discussion of such matters.

Family members of a Board member may seek and accept employment with the Foundation. The applicant will be required to observe the normal competition process. The Board member must declare a conflict of interest and leave the discussion when dealing with the employ of the applicant.

CHAPTER 10 **AUDITORS**

The members shall, at each annual meeting of members appoint an auditor to audit the accounts of the Foundation. Such auditor shall hold office until the next Annual General meeting provided that the directors may fill any causal vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

CHAPTER 11 **BOOKS AND RECORDS**

The Board of Directors, specifically the Treasurer, shall ensure that all necessary books and records of the Foundation required by the by-laws of the Foundation or by an applicable statute or law are regularly and properly kept.

First Adopted September 15, 1998

Executive at time of the most resent amendment:

October 19, 2010

Wayne Russell
President

XXX
1st Vice-president

Serge Cote
2nd Vice-president

XXX

Treasurer
Marie Schingh
Secretary

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