

Mise en forme services généraux et subventions d'études
Board rules and regulations
(updated December 9, 2021)

1. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"corporation" means Mise en forme services généraux et subventions d'études

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"member" means an elected participant on the board of directors of the corporation

"ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. MEMBERSHIP

Conditions of membership

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

A member is terminated when:

- a. the member dies or the board is dissolved under the ACT
- b. a member fails to maintain any qualifications for membership
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- d. the member is expelled in accordance with in accordance with the articles and by-laws stated in "Discipline of Members"
- e. the member's term of membership expires

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Discipline of members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- d. the members may remove any member by ordinary resolution at a special meeting or meeting of members.

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 twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3.VOTING PROCEDURES

Member voting will be done alphabetically listed by family name. Members may vote in agreement, disagreement or abstention. Member votes are binding, without any further right of appeal.

4.DONATIONS AND RECEIPTING

- Receipts are only issued for a minimum of 500\$ total Cash donation and Gifts-in-kind in the name of the true donor.
- Receipts are issued by email, in pdf format, encrypted and signed with an electronic signature
- The electronic signature is under the control of a person(s) authorized to use it by the board by ordinary resolution and voted in a meeting of members as a public accountant
- A public accountant will be appointed annually at the final board meeting of the Corporation's fiscal year. A public accountant must:
 1. be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province (for ex., chartered accountant, certified general accountant or certified management accountant)

2. meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the NFP Act.
 3. If a public accountant is not appointed at a meeting of members, the incumbent public accountant, who was appointed at a previous meeting of members, continues in office until a successor is appointed.
- Individual receipts are issued for combined cash donations. Receipts for Gifts-in-kind are issued separately. Receipts are issued no earlier than December 1 and no later than February 28.
 - The following information must appear on receipts:

For Cash Donations:

1. a statement that the document is an official receipt for income tax purposes
2. name and address of the charity on file with the Canada Revenue Agency
3. the charity's registration number
4. serial number of the receipt
5. place the receipt was issued (for example, Montreal)
6. day or year the donation was received
7. day the receipt was issued if different from the day the donation was received
8. full name and address of the donor. For individuals, the name must include first name, last name and initials.
9. total amount of the donation
10. value and description of any advantage received by the donor.
11. if there is an advantage, the total amount of the donation less the advantage.
12. signature of a person authorized by the charity to acknowledge donations.
13. name and website address of the Canada Revenue Agency (<http://www.cra-arc.gc.ca>)

Gifts-in-kind (non-cash donations)

1. day the donation was received (if not already indicated)
2. short description of the gift
3. fair market value of the gift at the time the gift was made
4. if a professional appraiser was used to determine the value of the gift-in-kind, the name and address of the appraiser

5. RULES AND PROCEDURES OF BOARD OF DIRECTORS MEETINGS

- 1) Meeting shall be held 4 times per year approximately three months apart.
- 2) Board Meetings shall be convened and presided over by the president of the charity, who is acting Chairman of the Board of Directors.
- 3) Board meetings will be held virtually and be video recorded.
- 4) The subject matters of Board Meetings shall be decided by the Chairman of the Board of Directors. The Board secretariat shall conduct the drafting of meeting agendas and minutes, and handle other administrative matters related to Board Meetings, and reports to the Chairman of the Board of Directors. The Company's Board secretariat shall be appointed by the Chairman of the Board of Directors.
- 5) Board Meetings shall be convened upon notifications sent to all Directors thirty days prior to the date of the meeting, specifying the date and time of the meeting and provide the meeting

agenda and related materials. However, Board Meetings may be convened at any time without such prescribed notices in case of urgent circumstances.

- 6) If the Directors consider meeting materials to be insufficient or have questions, they must contact the Chairman of the Board of Directors no later than 72 hours prior to the meeting to allow any amendments.
- 7) The agenda of regular Board Meetings shall include at least the following items:
 - a) The meeting minutes of the preceding meeting;
 - b) Report on implementation status of previous meeting;
 - c) Material business and financial reports;
 - d) Discussion items reserved by the preceding meeting;