

# NOTRE HAVRE//OUR HARBOUR

## CONSTITUTION AND BY-LAWS

### 1. GENERAL DISPOSITIONS

#### 1.1 NAME

The name of the corporation is Notre Havre /Our Harbour.

#### 1.2 PLACE OF OPERATION

The head office and chief place of business of Notre Havre /Our Harbour shall be in the Montérégie in the Province of Quebec.

#### 1.3 OBJECTIVES

The objectives of Notre Havre /Our Harbour are the following:

1. to provide a supportive housing program for individuals diagnosed with mental illness;
2. to match mentally ill individuals with groups of volunteers from faith and other communities who will assist, encourage and support them and help their integration into the community;
3. to provide and maintain stable living accommodations for the mentally ill;
4. to act, when necessary, on the behalf of the mentally ill in their relationships with governmental representatives, medical and psychiatric specialists, social workers, and other community personnel;
5. to work together with hospitals, clinics, CSSS, faith and other communities, and other social, medical, or religious agencies to ensure that the mentally ill receive ongoing support and care;
6. to educate the public, including faith and other communities, regarding the problems and the needs of the mentally ill;

#### 1.4 STATEMENT OF ACTIVITES

Notre Havre /Our Harbour shall raise funds from the community and apply for government grants to provide the necessary financial support to attain the aforesaid objectives.

Notre Havre /Our Harbour shall engage in activities in furtherance of the aforesaid objectives of Notre Havre /Our Harbour, which said activities, however, shall not be of a type that would disqualify the organization from being a "charitable organization" as set forth in the *Income Tax Act* (Canada) and the *Taxation Act* (Quebec).

## 1.5 TYPE OF ORGANIZATION

This organization shall constitute a community resource within the meaning of the *Loi sur les services de santé et les services sociaux*. The activities of the organization shall be carried out without gain or profit for its members, and shall be charitable in nature.

## 2. MEMBERSHIP

The corporation has two types of members, namely regular members and honorary members.

### 2.1 REGULAR MEMBERS

The regular members include any person interested in the objectives and the activities of Notre Havre /Our Harbour and capable of contributing to the organization may be admitted as a member. Furthermore, the regular members include the directors of the organization and its volunteers and its residents.

### 2.2 HONORARY MEMBERS

The members of the organization who are present at the annual general meeting may appoint any person as an honorary member who has made a special contribution to the organization.

### 2.3 CONDITIONS OF MEMBERSHIP

The prospective members must apply for membership to the board of directors by completing the required form and such persons must be accepted as a member by a majority vote of the members in attendance at the annual general meeting.

### 2.4 MEMBERSHIP DUES

Membership dues shall be established on an annual basis at the annual general meeting.

### 2.5 RESIGNATION

Any member may resign by oral or written notice to the president or secretary of the organization. Such resignation shall be effective upon receipt of the notice.

### 2.6 TERMINATION

Any member who acts contrary to the interests of Notre Havre /Our Harbour shall be notified in writing of the date, time and place of the meeting at which a proposed motion for removal will be passed and the directors will decide by majority vote if the member should resign for such acts. The member shall be notified in writing of the said decision of the directors.

### **3. GENERAL MEETINGS**

#### **3.1 ANNUAL GENERAL MEETING**

##### **3.1.2. FREQUENCY**

The annual general meeting of Notre Havre /Our Harbour shall be held within the three months after the end of the fiscal year at such place within the Montérégie and on such date as the board of directors may determine.

##### **3.1.2. NOTIFICATION**

Members shall be given at least four (4) weeks prior written notice of the date, time and place of the annual general meeting.

##### **3.1.3. QUORUM**

Quorum at the annual general meeting shall comprise a majority of the members who are present and authorized to vote on the particular matter.

##### **3.1.4 THE BUSINESS OF THE ANNUAL GENERAL MEETING**

The following matters shall be addressed at each annual general meeting:

1. the minutes of the previous year shall be accepted or refused;
2. the annual report of the president regarding the activities of Notre Havre /Our Harbour for the preceding year shall be accepted;
3. the financial statements for the previous fiscal year and the proposed budget for the following fiscal year shall be presented to the board of directors and approved by the members at the annual general meeting;
4. the directors for the following year shall be elected;
5. the proposed members who have applied for membership in the proper manner shall be accepted upon majority vote of the members present and authorized to vote;
6. the activities and other priorities for the following year shall be accepted or refused;
7. any amendments to the by-laws proposed by the board of directors shall be accepted or rejected by a vote of at least two-thirds (2/3) of the members present and authorized to vote on such a matter;
8. the accountants for the following year shall be appointed by the board of directors and approved by a majority vote of the members; and
9. any other business as may properly come before the annual general meeting.

## 3.2. SPECIAL MEETINGS OF MEMBERS

### 3.2.1 FREQUENCY

Special meetings of the members of Notre Havre /Our Harbour may be called at any time in the manner set forth below.

### 3.2.2 CONVOCAATION

A special meeting may be convoked by a resolution of the board of directors or by written request to the board of directors of no less than one-tenth (1/10) of the members. The request must specify the reason for calling the special meeting and the proposed date for such special meeting, which shall be not less than twenty-one (21) full days from the date of the delivery of the request.

### 3.2.3 NOTICE

Written notice of date, time and place of the special meetings shall be given to all members and any other interested party not less than seven (7) full days before the date of the special meeting.

## 3.3 MINUTES

Minutes of any general or special meetings and any resolutions in lieu of a meeting shall be filed in the minute book of Notre Havre /Our Harbour which shall be kept in the office of Notre Havre /Our Harbour and shall be available for inspection by any member at his/her request during regular office hours.

## 3.4 RULES OF ORDER

Meetings will be conducted under Robert's Rules of Order. Regular motions will require a simple majority for approval. Procedural motions and motions concerning changes in by-laws require a two-thirds (2/3) majority for approval.

## 3.5 CHAIRPERSON

The president of Notre Havre /Our Harbour shall chair the annual general meetings and the special meetings.

## 4 BOARD OF DIRECTORS

The financial affairs and other activities of Notre Havre /Our Harbour shall be managed and administered by the board of directors. The directors shall not be remunerated for such services.

### 4.1 COMPOSITION

The Board of Directors shall consist of twelve members. This number shall include one (1) resident and ensure the rotation of our resident representative on the board

#### 4.2. APPOINTMENT

The board of directors shall be elected and the officers shall be appointed at the annual general meeting.

#### 4.2 TERMS

The officers shall be elected for a two (2) year term.

#### 4.3. RESIGNATION

Any director may resign by written or verbal notice to the president or the board of directors, effective immediately.

#### 4.4 TERMINATION

If a director fails to carry out his/her responsibilities he/she can be terminated by a majority vote of the members at a special general meeting.

#### 4.5 VACANCIES

The board of directors may appoint another director to fill a vacancy occurring by reason of the resignation or removal of a director, provided that the director so appointed shall serve only until the annual general meeting. The members at the annual general meeting may then elect such replacement director for the following term.

#### 4.5 BOARD MEETINGS

##### 4.5.1. FREQUENCY

The board of directors shall meet not less than five (5) times per year.

##### 4.5.2 CONCOVATION

The executive (as described below) shall determine the date, place and time of the next meeting of the board of directors. This will constitute notice of the meeting.

##### 4.5.3. SPECIAL MEETINGS

Special meetings of the board of directors may be called by order of the board of directors or shall be called upon receipt by any director of a written request signed by a minimum of one tenth (1/10) of the members (normally five members) of Notre Havre /Our Harbour. Such requests shall state the purpose of the special meeting and the proposed date, place and time for such special meeting.

Notice of a special meeting of the board of directors shall be given, by telephone, fax, or e-mail, to each director at least three (3) full days prior to the special meeting.

##### 4.5.4. ATTENDANCE

The meetings of the board of directors shall be open to the members of Notre Havre /Our Harbour as observers but not as active participants in the meetings.

#### 4.5.5. QUORUM

The number of board members needed for a quorum, will be half of the number of elected members at the time of a meeting or vote.

#### 4.5.6 COMMITTEES

The board of directors may establish committees as it deems appropriate.

#### 4.5.7 ROLE OF THE BOARD OF DIRECTORS

1. Administer the organization in the direction of the activities and other priorities voted on at the annual general meeting.
2. Prepare the activities and other priorities to be presented at the annual general meeting.
3. Organize the general assemblies and prepare their agendas.
4. Hire the staff.
5. Fill vacancies on the board of directors until the next annual general meeting.
6. Ensure that a slate of candidates for the directors and the officers is presented at the annual general assembly.
7. The board of directors may, from time to time, purchase, lease or otherwise acquire, sell, exchange or dispose of stocks or other securities, lands, buildings or other property movable or immovable, real or personal, or any right therein owned by Notre Havre / Our Harbour for such consideration and upon such terms and conditions as they may deem advisable.
8. The board of directors shall not borrow funds from any person, institution except if such borrowing is agreed to by unanimous vote of the board of directors.

### 5. OFFICERS

The following officers shall constitute the executive of Notre Havre /Our Harbour: the president, past-president, the vice-president, secretary and treasurer.

## 5.1 PRESIDENT

The president or co-president shall preside at all the annual general meetings, the special meetings and the meetings of the board of directors. The president shall exercise general supervision over the affairs of Notre Havre /Our Harbour by the board of directors. The president shall be an ex-officio member of all committees of Notre Havre /Our Harbour. The President shall be the official spokesperson of Notre Havre /Our Harbour.

## 5.2 PAST PRESIDENT

The past- president is the person who was the president for the previous term. The past-president shall attend the meetings of the board of directors, the executive and the annual general meetings. The past-president shall be a resource person.

## 5.3 VICE PRESIDENT

The vice-president shall perform the duties of the president in his/her absence. The vice-president shall perform such additional duties as may be assigned by the board of directors.

## 5.4 SECRETARY

The secretary shall keep record of the transactions of the annual general meetings, the meetings of the board of directors, and of the meetings of the executive. He/She shall be the custodian of the non-financial record, including the minute books of Notre Havre /Our Harbour. He/She shall see that all notices are duly given in accordance with the by-laws of Notre Havre /Our Harbour.

## 5.5 TREASURER

The treasurer shall supervise financial transactions of the organization. He/she shall keep an account of all monies received and expended. He/she shall submit a monthly financial report to the board of directors. He/she shall present the financial statements prepared by the accountants at the annual general meeting. He/she shall deposit all funds in one or more accounts in a bank approved by the board of directors. He/she shall perform all other duties incidental to the office of treasurer and such other duties as may be assigned from time to time by the board of directors.

# 5. FINANCES

## 6.1 FISCAL YEAR

The fiscal year of Notre Havre /Our Harbour shall be from April 1<sup>st</sup> to March 31<sup>st</sup> of the following year.

## 6.2 BOOKS AND ACCOUNTING

The board of directors shall ensure that the treasurer keep books in which are entered all the funds received or spent by Notre Havre /Our Harbour and all of its debts or obligations, as well as other financial transactions. These books shall be available for inspection by any member of Notre Havre /Our Harbour during regular office hours.

## 6.3 AUDITING

The books of Notre Havre /Our Harbour shall be examined each year as soon as possible after the end of the fiscal year, by the chartered accountant appointed at the annual general meeting.

## 6.4. BANKING

All cheques and notes of Notre Havre /Our Harbour shall be signed by any two of the following officers: the president, the vice-president, the secretary or treasurer.

## 7. **AMENDMENTS TO BY-LAWS**

The board of directors shall present the proposed amendments to the members for ratification at the annual general meeting. Notice of such amendments shall be given to members not less than two (2) weeks prior to the annual general meeting.

## 8. **DISSOLUTION OF Notre Havre /OUR HARBOUR**

Notre Havre /Our Harbour will consider dissolution if it has been insolvent for at least 6 months, if a Board of directors cannot be formed, if there is insufficient demand for its services or for any other serious reason. Dissolution will require a majority vote of members at a special general meeting.

Upon the dissolution of the Corporation, any assets remaining shall be donated to one or more recognized charitable organizations having the same or similar objectives.

First agreed September 2003

Modified June 2009 at the Annual General Meeting

Modified June 2012 at the Annual General Meeting



