



**Hear Entendre Québec**

Hear Entendre Québec

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# **Bylaws – Règlements généraux**

## **Entendre Québec**

## **Hear Québec**

Approved at AGM on 1 June 2019  
Updated August 2019 by Governance Committee

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## 1.0 Definitions

The following terms, defined below, appear in the bylaws:

<i>Organization</i>	Entendre Québec Hear Québec.
<i>Conflict of Interest</i>	A situation in which a board or committee member could benefit personally from a decision made by the Board or committee. The “conflict of interest” is that the person’s benefit could be in conflict with the best interest of the Organization.
<i>Director(s)</i>	Member of the Board.
<i>Dissolution</i>	The company stops operating and is no longer in business.
<i>Motion</i>	A statement beginning with “I move that...” or “moved that...” on which Members are asked to vote “in favour” or “opposed.”
<i>President</i>	Chairperson of the Board of Directors
<i>Quorum</i>	The minimum number of Members who must be present to carry on business at a meeting.
<i>Reimburse</i>	Money paid back to a person who spends his or her own money for an expense related to Entendre Québec Hear Québec.
<i>The Companies Act</i>	Part III of the Companies Act LRQ, Chapter C38, last amendment April 15 <sup>th</sup> 1990.
<i>Board</i>	The Board of Directors elected by the Members of Entendre Québec Hear Québec at the Annual General Meeting (AGM) or Special General Meeting (SGM).
<i>Bylaws</i>	The rules that govern Entendre Québec Hear Québec as proposed by the Board of Directors and ratified by the members.
<i>Members</i>	All those recognized as members of Entendre Québec Hear

	Québec in accordance with these bylaws.
<i>Hard of Hearing (HOH) Persons</i>	People who are Hard of Hearing (HOH). People who have some degree of Hearing Loss.
<i>Normal Hearing</i>	A hearing threshold between 0-20dB across all frequencies.
<i>Educate</i>	To give (someone) training in or information on (a) topic(s).
<i>Ordinary Resolution:</i>	A resolution passed at a members' meeting that requires a simple majority of the votes cast by voting members.
<i>Special Resolution:</i>	A special resolution is a procedural device meant to ensure major changes to an organisation cannot be done without adequate notice to all voting members. It requires 2/3 of the votes cast by voting members.

## 2.0 Identification and Logo

**2.1 Identification:** The Organization is hereafter recognized and appointed under the name “Entendre Québec Hear Québec.” It shall equally be recognized under the name Hear Entendre Québec.

**2.2 Logo:** The Organization shall have the Logo as shown on Page 1. The Logo may be used with variations (e.g. color, size and language) according to Hear Québec Entendre Québec’s identity.

## 3.0 Incorporation

**3.1** The Organization was constituted by letters patent or articles of incorporation (lettres patentes) according to Part III of the *Companies Act*.

**3.2** As set forth in the Articles of Incorporation (lettres patentes), Entendre Québec Hear Québec is a provincially-incorporated registered charitable not-for-profit organisation.

## **4.0 Purpose of Entendre Québec Hear Québec**

The purpose of the organization is:

- a. To improve the quality of life of hard of hearing persons;
- b. To promote and develop programs based on the needs and concerns of the hard of hearing community;
- c. To offer services for the welfare, leisure, and education of the hard of hearing community;
- d. To sensitize the general public as to the welfare, leisure, and educational needs of the hard of hearing community;
- e. To educate children, youth and the general public about noise-induced hearing loss; and
- f. To empower individuals and organizations to engage in preventing noise-induced hearing loss.

## **5.0 Head Office**

- 5.1 The head office shall be at 7000 Sherbrooke Street West, Montreal, H4B 1R3 in the province of Quebec.

## **6.0 Membership**

- 6.1 Membership in the Organization shall be open to all who are hard of hearing, their families or those interested in furthering the objectives of the Organization and shall consist of individuals or organizations whose application for membership has been received by Entendre Québec Hear Québec.
- 6.2 The Board reserves the right to deny any application for membership at its discretion but undertakes not to exercise it unreasonably. Members of Entendre Québec Hear Québec are not entitled to receive any pecuniary gain from the Organization.

## **6.3 Categories of Membership**

Entendre Québec Hear Québec has 3 categories of members: organizational, individual and under 18. The first two only are eligible to vote.

### **6.3.1 Organizational**

All eligible community organizations that share Entendre Québec Hear Québec's mission and philosophy can become members for one (1) year duration by completing a membership form and paying their annual fee. Eligible community organizations are defined with the following criteria:

- a. Registered notforprofit organizations or informal groups;
- b. Community groups.

### **6.3.2 Individual:** The following individuals are considered Members.

- a. Active membership is open to all who are HOH and to their families, as well as persons with normal hearing, students and hearing-health professionals. Active members share Entendre Québec Hear Québec's mission and philosophy and can become members for one year on payment of the annual fee or as recipients of a gifted membership.
- b. Honorary lifetime membership is awarded to those named by the Board of Directors to whom it wishes to pay particular tribute.

### **6.3.3 Under 18's** This membership is open to youth under 18 years of age.

## **6.4 Admission and Fees**

**6.4.1** The Board shall set the annual membership fee to be paid by all members. In extenuating circumstances, the Board may reduce or waive a membership fee.

**6.4.2** A relevant notice shall be sent by post and/or electronic mail to each Member at the Member's last known home and/or electronic address upon the expiry of their membership.

**6.4.3** The Board ensures that an up-to-date register of the Organization's

Members is maintained.

## **6.5 Rights and Privileges**

**6.5.1** The rights and privileges of Members in good standing are the following:

- a. Participation in all relevant activities of the Organization subject to conditions, restrictions and fees;
- b. Right to vote at Special or Annual GMs and to be elected as a Director of the Organization.

## **6.6 Termination of Membership**

**6.6.1** All Members cease to be Members upon their death, resignation or upon revocation of their membership.

**6.6.2** Members who have not paid their fees for one full year are deemed to have resigned.

**6.6.3** Any Member may withdraw from the Organization by delivering a written resignation letter to the Executive Director of the Organization.

## **6.7 Revocation of Membership**

**6.7.1** A resolution must be made and approved by two-thirds (2/3) of the elected Board of Directors, for any valid reason including, but not limited to the following:

- a. Committing, directly or indirectly, any act considered by the Board of Directors to be detrimental to the Organization;
- b. Conflict of interest; failure to uphold the constitution and/or Bylaws.

**6.7.2** A resolution by the Board of Directors providing for the revocation of membership shall contain a statement of the reasons for such revocation.

**6.7.3** Within seven (7) days of a resolution being passed, the Member concerned shall be so advised in writing and provided with the full text of the resolution, such advice to be delivered by registered letter, or by delivery in person by a Member of the Board.

**6.7.4** A Member who has had their membership revoked may appeal the decision of the Board by advising the President within fourteen (14) days of the

receipt of the resolution, and must include the grounds on which the appeal is based.

**6.7.5** The Board of Directors shall review the decision within one (1) month in the light of the grounds stated in the appeal and advise the appellant of the reasons for their decision within fourteen (14) days of the date the appeal was heard and a decision rendered.

**6.7.6** If the appellant is successful on appeal, they shall have membership reinstated.

## **6.8 Voting Privileges**

**6.8.1** Organizations and individual Members are entitled to one vote at an AGM or SGM. Only Members in good standing shall have full voting privileges.

**6.8.2** Members with a valid membership more than fifteen (15) days prior to, and up to, the date of the AGM or SGM, are permitted to vote at the meeting.

**6.8.3** Current staff members have the right to vote at an AGM or an SGM as long as they represent less than half of all voting *Members* present at a meeting. If they represent half or more of all voting Members, a sufficient number must abstain from voting at that meeting

## **7.0 Board of Directors**

### **7.1 Composition**

**7.1.1** The Board is comprised of eleven (11) voting Directors elected at the Annual General Meeting, the majority of whom are active members who are HOH, and one (1) non-voting Executive Director. Directors must have a valid Entendre Québec Hear Québec membership on or before election. Funding bodies of the Organization are not eligible to have a representative on the *Board*.

**7.1.2** Emeritus Board Members can be nominated and elected by the Board. They shall be selected from those Board Members who have served on Entendre Québec Hear Québec's Board of Directors with distinction and excellence over a sustained period of time. Emeritus Board Members are



non voting members of the Board.

**7.1.3** Once elected, the *Board* shall select four (4) Directors for the positions of President, Vice-President, Treasurer and Secretary. The Board shall agree with each Officer on appropriate responsibilities and tasks. However, the Board will not confer any additional decision-making powers on these four (4) Directors.

## **7.2 Elections of Board Directors**

**7.2.1** The Members of the Board of Directors shall be elected at the Annual General Meeting or at a Special General Meeting.

**7.2.2** The Governance and Nominations Committee will be responsible for presenting a slate of candidates.

**7.2.3** The Governance and Nominations Committee will invite all members to submit nominations for candidatures.

**7.2.4** Candidatures will be posted at least 10 business days prior to the Annual General Meeting

**7.2.5** If the number of candidates exceeds the number of vacancies on the Board, the candidate(s) who receive the greatest number of votes will be elected, considering the Board composition on clause 7.1.1.

**7.2.6** In case there is an equal or lesser number of candidates to vacancies on the Board, each candidate must receive more than 50% of the total number of votes cast in order to be elected to the Board.

## **7.3 Terms of Office**

**7.3.1** Directors shall take up their duties at the end of the meeting during which they were appointed or elected.

**7.3.2** The term of office will be for two (2) years. A “year” for the purpose of this article is from one Annual General Meeting to the next.

**7.3.3** At the end of term of office, a Director fulfills their functions until a

successor has been elected or appointed.

**7.3.4** A Board Member cannot be elected for more than three (3) consecutive terms.

## **7.4 Responsibilities of the Directors**

**7.4.1** The Board is responsible for identifying, discussing and ensuring the dissemination of the organization's values and principles and for providing a strategic direction.

**7.4.2** The Board is elected to administer the affairs of the Organization. The Board shall undertake all actions necessary to accomplish the goals of the Organization in accordance with the law and the Organization's bylaws, vision, mission, guiding principles and values.

**7.4.3** The Board shall:

- recommend amendments to the bylaws for approval by Entendre Québec Hear Québec members at the AGM or SGM;
- decide and approve policies and make decisions that forward the goals of the Organization;
- hire, evaluate and, if necessary, dismiss the Executive Director;
- approve the annual financial budget and Auditor's report;
- approve contractual arrangements;
- ensure the application of the bylaws.

## **7.5 Conflict of Interest**

**7.5.1** Anyone participating in a decision on behalf of the Organization who has, or is perceived to have, a financial, personal, or official interest in that decision is obliged to excuse themselves from the discussion and from voting on the matter as it may prevent them from acting in an impartial manner.

**7.5.2** Anyone who perceives a situation of possible conflict of interest that is not perceived by the person directly involved, shall inform the Board accordingly.

**7.5.3** In the case of a Board member, a conflict of interest must be formally declared and such instances are to be recorded in the meeting's minutes.

## **7.6 Vacancy on the Board**

**7.6.1** A vacancy on the *Board* will occur if a *Director*:

- a. Dies or becomes too ill to carry out their functions;
- b. Submits a written resignation;
- c. Is dismissed by the assembly for failing to respect their responsibilities or the Organization's Bylaws, goals and philosophy;
- d. Misses three (3) consecutive meetings of the *Board*.

**7.6.2** If a Board Member (Director) vacancy is not filled or becomes vacant during the course of the year, the Governance and Nomination Committee may recommend [to the Board] a candidate to fill the vacancy and the remaining Board members may vote by majority to appoint the member to fill such vacancy. This appointment shall constitute such person a Board Member until elected at the next AGM.

## **7.7 Meetings**

**7.7.1** Members of the Board of Directors will meet a minimum of ten (10) times per year but will hold as many meetings as required to fulfill its obligations and to see to the proper functioning of the Organization.

**7.7.2** A board member may participate or conduct a board meeting by any means of communication provided all directors participating can effectively communicate with one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

## **7.8 Notice**

**7.8.1** Board meetings will be convened by the President of the Board or by a majority of Board Members.

**7.8.2** Notice of meetings of the Board must be given verbally or by email at least 10 days prior to the meeting. The notice shall indicate the date, time and location of the meeting.

**7.8.3** In an emergency a notice of a meeting may be given twenty-four (24) hours in advance.

## **7.9 Quorum**

**7.9.1** The quorum for Board of Directors meetings will be set at **more than 50%** of the number of elected Directors plus the number of Board appointed *Directors* at the time of the meeting.

## **7.10 Agenda**

**7.10.1** The agenda is limited to the subjects mentioned in the meeting notice unless a majority of the Directors resolve to modify it.

## **7.11 Vote**

**7.11.1** Decisions are made by majority voting subject to s. 7.11.3. In the event of a tie, there will be a second round of discussion. A Member may motion to hold a secret ballot, private voting, or to table the vote for another meeting.

**7.11.2** If a vote is taken, each Member has the right to one (1) vote.

**7.11.3** Board action may be taken by email voting in circumstances where it is not efficient to call a special meeting or wait until the next board meeting. A consensus will be considered to have been reached when all directors agree.

## **7.12 Compensation**

Directors will not be paid for their services; however, the Board of Directors may, at any time, resolve to reimburse Directors for the expenses incurred in the exercise of their functions.

## **7.13 Indemnity**

**7.13.1** The Organization will indemnify its Directors or employees, past or present, all costs or expenses of whatever nature, arising from a civil, criminal or administrative lawsuit of which they are party as a result of their

involvement with the Organization, except if these persons have committed a grave error, gross negligence or a fraudulent act.

## **7.14 Dismissal**

**7.14.1** Members of the Organization can, at a General Meeting, dismiss Directors of the Organization. The notice of the meeting must mention that the said Director is up for dismissal and the reason for such a motion.

## **8.0 Standing Committees**

**8.1 Standing Committees:** The standing committees set forth below are established to facilitate the business of the Board, to oversee the activities of the organization and to provide advice to the board. The chair of each standing committee shall be approved by the Board. The Executive Director will have a seat on each standing committee

**8.1.1** The Chair may be a Director or a member of the organisation and shall be appointed for a term of one year which can be renewed. The Board reserves the right to terminate the mandate of the committee chair at any time.

**8.1.2** The Chairperson of each Standing Committee will name at least two (2) persons as members of the committee and these persons could be Directors, members of the Organization or selected from the public.

**8.1.3** The Chairperson of each Standing Committee will be given in writing the powers and the limits under which the committee will function, and in turn, the committee will provide a written plan of action to the Board. Written reports from the Standing Committee shall be submitted to the Board upon the request of the President.

**8.1.4** The Chairs of Standing Committees can attend the board meetings, without the right to vote, and can receive copies of the minutes. This is at the discretion of the Board.

**8.1.5** The permanent Standing Committees of the Organization shall be:

- a. Finance Committee
- b. Governance and Nominations Committee

## **8.2 Finance Committee**

**8.2.1** This committee's responsibilities should include the following:

- a. Ensure that the *Board* receives relevant and regular financial statements;
- b. Assist the Executive Director in determining an annual financial budget;
- c. Recommend a competent auditor to be appointed annually;
- d. Ensure that complete and accurate financial records are kept in accordance with generally accepted accounting practices;
- e. Create and update (as necessary) policies that help ensure the assets of the organization are protected;
- f. Act as a signing authority for the *Organization* as approved in the *Bylaws* or by a *Board* resolution;
- g. Assist the ED in ensuring that approved financial policies and procedures are being followed.

**8.2.2** The Treasurer shall be the Chairperson of the Finance Committee.

## **8.3 Governance and Nominations Committee**

**8.3.1** This committee's responsibilities should include the following:

- a. Assist with reviewing and updating the bylaws;
- b. Assist in coordinating and chairing the AGM;
- c. Ensure the membership rights and engagement;
- d. Oversee ongoing board development and training.
- e. Oversee the nomination process (nomination slate);
- f. Establish and implement a program to evaluate board performances including individual director performance and performance of the

chair; and

- g. Together with the ED, ensure a comprehensive orientation session is provided to all new board members.

## **9.0 Ad-hoc Committee**

The Organization can create certain committees, permanent or temporary, by a resolution of the Board setting out Terms of Reference. At the request of the *Board*, each committee must present a report to the Board, giving a summary of its work audits findings during the fiscal year and before the Annual General Meeting. Once the *Board* deems the work of the committee to have been completed, the committee will be dissolved by resolution.

## **10.0 Executive Director**

**10.1** The Executive Director will be responsible to the Board. The Executive Director must follow directions conveyed by the Board of Directors. The Executive Director will be responsible for the day-to-day operations of the *Organization*, which consist of, but are not limited to:

- a. Implementing the policies of the Board;
- b. Advising the Board on policies/procedures;
- c. Hiring, supervising, evaluating staff or volunteers;
- d. Ensuring quality of programming for members;
- e. Representing the Organization in public;
- f. Managing the human, physical and financial resources of the Organization;
- g. Day-to-day operations, decisions and signing authority.

**10.2** The Executive Director will be a non-voting member of the *Board* and will have a seat on all Standing Committees.

## **11.0 Annual General Meetings and Special General Meetings**

### **11.1 Constitution**

**11.1.1** The Members of the Organization meet once a year, in the ninety (90) days following the end of the fiscal year at the time and place as decided by the Board. The Annual General Meeting is presided over by a Chairman of the meeting recommended by the Board and voted by the membership.

### **11.2 Notice of General Meetings of the Organization**

**11.2.1** For all General Meeting, Special or Annual, a notice is sent to all Members at least ten (10) days prior to the meeting by fax, email or post.

**11.2.2** Irregularities in the notice or in the giving thereof, as well as the accidental omission to give notice to any Members shall not invalidate any action taken by or at any such meeting.

### **11.3 Quorum**

**9.3.1** Quorum is constituted by 5% of the membership.

### **11.4 Vote**

**11.4.1** Only Members in good standing have the right to vote. See clauses 6.0 to 6.10.

**11.4.2** Each Member has only one (1) vote. Voting by proxy is prohibited.

**11.4.3** The vote is taken by a show of cards, except if a Member requests a ballot vote. In the case of a ballot vote, the Chairman of the meeting needs two (2) Members to distribute, collect and compile the result of the vote and communicate it to the Chairman of the meeting.

**11.4.4** An Ordinary Resolution is passed at a members' meeting by a simple majority of the votes cast by voting members. A Special Resolution is passed at a members' meeting by 2/3 of the votes cast by voting members.



**11.4.5** In the event of a tie a second vote will be cast.

**11.4.6** Once the Chairman of the meeting has declared that a resolution has been adopted or rejected and it is recorded in the minutes as such, it is not required that the proportion of votes be specified.

## **11.5 The Agenda and Powers of the General Meeting**

**11.5.1** The General Meeting holds the rights and powers by the *Law* to:

- a. Define the general orientations of the Organization;
- b. Approve changes to the Bylaws;
- c. Accept Annual Activity Reports;
- d. Accept Annual Financial Statements and consult the books;
- e. Elect the Members of the *Board*;
- f. Approve the Auditor (if the services of an Auditor are being retained).

## **11.6 Special General Meeting**

**11.6.1** A Special General Meeting (SGM) can be called by 5% of voting *Members* for a precise subject that must be included in the notice of the meeting. Such a request for an SGM is submitted to the *Board* in writing. The *Board* may choose to address the subject before deciding to hold an SGM. However, the meeting must be scheduled and held by the *Board* within 21 days of the receipt of the written request. Otherwise the *Members* themselves can schedule and hold the meeting.

**11.6.2** An SGM may be called at any time by:

- a. A majority vote of the Board, or;
- b. At least 5% of voting members of Entendre Québec Hear Québec.

**11.6.3** A Member's' request for an SGM must:

- a. Identify the names of members who are requesting the meeting;
- b. State the reason(s) for the meeting;
- c. Provide a draft of all motions to be voted on.

## **12.0 Financial Management**

### **12.1 Fiscal Year**

**12.1.1** The Organization's fiscal year ends on the thirty-first (31) of March each year.

### **12.2 Auditor**

**12.2.1** The Auditor is appointed by the *Members* each year at the AGM.

**12.2.2** If the Auditor ceases to fulfill their functions, for whatever reason, before the expiry date of their term, then the Directors may appoint a replacement to complete whatever remains of the term.

### **12.3 Financial Records**

**12.3.1** The financial records of the Organization will be updated within one hundred and twenty (120) days following the financial year-end. These records can be consulted during business hours at the Organization's headquarters by all active Members who make such a request to the Treasurer.

## **13.0 Signatories, Approval, Bill of Exchange, Banking Affairs and Declarations**

### **13.1 Signatories**

**13.1.1** Signatories of the Organization are the Executive Director and one of the three (3) board members who has been designated by the Board as a signing authority. In the absence of the Executive Director, two (2) of the other three (3) Directors designated by the Board shall be the signatories.

## **13.2 Approval**

**13.2.1** The Executive Director may approve contracts and expenses within the scope of ordinary business and day to day operation unless outside the approved budget.

## **13.3 Bills of Exchange**

**13.3.1** Cheques must be signed by two (2) signatories.

## **13.4 Banking Affairs**

**13.4.1** The Treasurer must ensure that the Organization's capital is deposited to the Organization's credit in one or several banks or financial institutions in Canada determined by the administrators.

## **13.5 Declarations**

**13.5.1** The President or other persons authorized by the Board of Directors are authorized to do the following:

- a. To appear in court and to respond for the Organization to all writs, ordinances and interrogations issued by a court;
- b. To respond, in the name of the Organization, to all proceedings of which the Organization is party.

## **14.0 Amendments to the bylaws**

**14.1** Notice of this General Meeting must include the proposed amendments.

**14.2** Amendments must be approved by a majority of the members present at the meeting.

## **15.0 Dissolution**

**15.1** Board Members must adopt a resolution recommending the Organization be dissolved. This resolution must have support from at least 75% of Board members.

An AGM or SGM, in accordance with procedures outlined in the Bylaws, must be called. A resolution to dissolve the Organization requires that at least 2/3 of voting *Members* present at the meeting are in favour of dissolution.

**15.2** In the event of liquidation or the distribution of assets of the Organization, and after the payment of all its debts and liabilities, the Organization's remaining assets will be distributed to one or more charities registered under the Income Tax Act (Canada).