

GENERAL BY-LAWS

2014



CANADIAN CATHOLIC ORGANIZATION FOR
Development
and **Peace**

Canadian Catholic Organization for Development and Peace

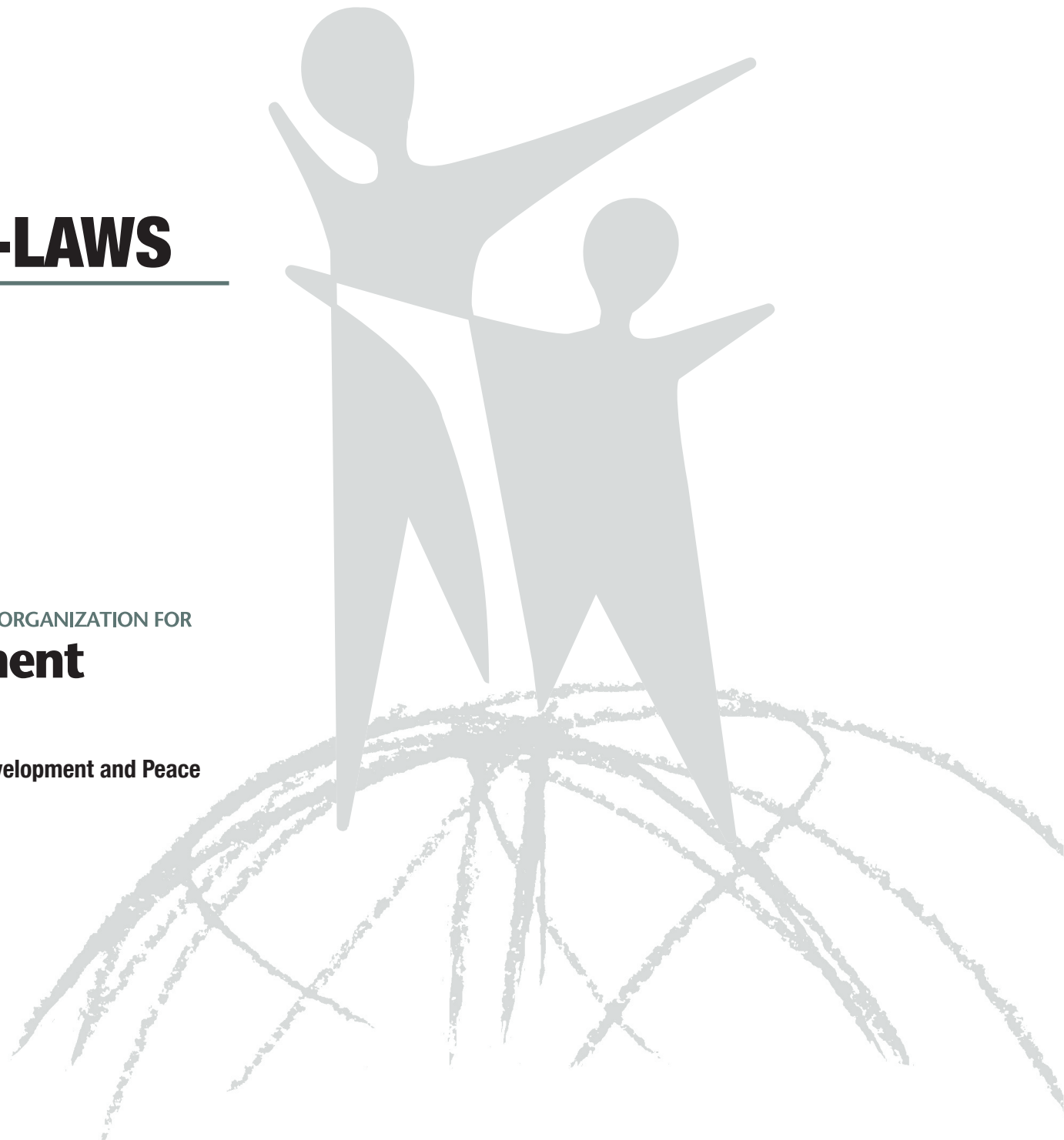


Table of Contents



CANADIAN CATHOLIC ORGANIZATION FOR
**Development
and Peace**

The Organisation	1
Membership	2
Local Groups	2
Youth Members	3
Diocesan Councils	4
Regional Assemblies	8
National Members	9
National Council	12
Executive Committee	14
Executive Director	17
Orientation Assembly	17
Special Provisions	18
General Provisions	19



CANADIAN CATHOLIC ORGANIZATION FOR
**Development
and Peace**

Canadian Catholic Organization for Development and Peace

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The Canadian Catholic Organization for Development and Peace is incorporated by letters patent under the seal of office of the Registrar General of Canada in virtue of Part II of the Canada Corporations Act and is governed by statutes and by-laws.

The General By-Laws and Letters Patent were revised by the Organization's National Council on March 7, 2014 and approved by the Minister of Industry on May 26, 2014.

The organization's charitable registration number is 11882 9902 RR0001.

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General By-Laws

THE ORGANIZATION

1. Name

The name of the Organization is the Canadian Catholic Organization for Development and Peace and, in French, Organisation catholique canadienne pour le développement et la paix, hereinafter called the “Organization”.

2. Common Names

The Organization is also known publicly under the names DEVELOPMENT AND PEACE (CCODP) in English and DÉVELOPPEMENT ET PAIX (OCCDP) in French, and, as a member of Caritas Internationalis, as Caritas Canada in both English and French.

3. Definitions

“Diocese” refers to a geographical territory within the Catholic Church, variously known as a Diocese, an Archdiocese, an Eparchy or an Archeparchy.

“Bishop” refers to the head of a Diocese, variously known as a Bishop, an Archbishop, an Eparch, or an Archeparch.

“Movement” refers to a social movement, a group of people who share a common outlook on society, who strive together to achieve certain general goals, engaging in a loosely organized but sustained campaign in support of a social goal, its implementation and/or the prevention of a change in society’s structure or values.

“Simple majority” is any whole number greater than 50% of those present.

“Plurality” is the excess of votes received by the leading candidate, over those achieved by the next candidate, in an election in which there are three or more candidates.

4. Objectives and Mission

The Organization is a democratic movement for international solidarity. Founded and mandated by the Roman and Eastern Catholic Bishops of Canada in 1967 as the Canadian Catholic Development Agency, the Organization is inspired by the values of the Gospel and by Catholic Social Teaching, particularly the preferential option for the poor.

The Organization is governed by a democratically elected lay leadership accountable to its members.

Its objectives are to promote international solidarity and integral human development through an education and fundraising program in Canada and through financial support of socio-economic projects in developing countries.

The Organization’s orientations and objectives are consonant with the teachings of the Catholic Church.

The Organization’s orientations and objectives are further described in its Articles of Continuance and mission statement.

General By-Laws

5. Relations within the Church

By virtue of its mandate, and in pursuit of its efforts to engage all society in actions for international solidarity, the Organization collaborates with the Catholic community and the Catholic Bishops of Canada.

In the pursuit of these objectives, the Organization works in harmony with the Canadian Conference of Catholic Bishops and, within each Diocese, with each Bishop.

As a member of Caritas Internationalis, the Organization also works in cooperation with the Holy See, whose Motu Proprio Intima Ecclesiae Natura provides its clearest form of guidance.

MEMBERSHIP

6. Categories of Members

For governance purposes, the Organization recognizes five (5) categories of members, namely: Local Members, Youth Members, Members of a Diocesan Council, Regional Delegates and National Members.

7. Eligibility

A member may be an individual, a group, an association or a corporation. To be eligible as a member of any category, a member accepts the mission statement and objectives of the Organization and is prepared to participate in or support its activities.

LOCAL GROUPS

8. Local Groups

Within the territory of each Diocese are Local Groups based on natural groupings of people, for example: a parish, a school, a neighborhood, etc.

9. Objectives

Local Groups recruit and gather members into their ranks. They implement the objectives and programs of the Organization.

10. Local Members

A Local Member is one that is recognized as such by a Diocesan Council within guidelines established from time to time by the National Council.

A Local Member fills out an application and forwards it to the Organization. Where no Diocesan Council exists, a local member is recognized by the National Council.

General By-Laws

11. Recognition of Local Groups

Local Groups are recognized by the Diocesan Council responsible for the area within which they operate. Where no Diocesan Council exists, Local Groups are recognized by the National Council in consultation with the Bishop of that Diocese.

12. Internal Rules of a Local Group

For administrative purposes, each Local Group establishes its own internal rules and regulations covering, among other matters, notices of meetings and quorum. Such internal rules and regulations must be compatible with the mission, purposes and policies of the Organization. A Diocesan Council may impose internal rules and regulations upon a Local Group.

13. Resignation

A Local Member may resign by giving written notice to the Diocesan Council, which in turn transmits such resignations to the Organization. Where no Diocesan Council exists, written notice may be given to the National Council.

14. Dismissal

After giving formal written notice showing cause and following due process, the Diocesan Council may expel any Local Member under its jurisdiction who violates any by-law, or whose conduct or activities are deemed to be harmful to or incompatible with the mission of the Organization.

15. Appeal

Any Local Member who has been expelled may appeal to a committee appointed by the National Council for this purpose.

YOUTH MEMBERS

16. Objectives

Youth Members recruit and gather members into their ranks. They voice the views and objectives of the Youth Members within the Objectives and programs of the Organization.

17. Youth Members

Youth Members must be between 16 and 35 years old. A group, an association or a corporation may be a Youth Member inasmuch as its representative(s) is/are between 18 and 35 years old. A Youth Member is recognized as such within the guidelines established from time to time at the Youth Annual Assembly and approved by the National Council. Youth Members are organized in two (2) distinct sections, an Anglophone section and a Francophone section. A Youth Member fills out an application and forwards it to the Organization indicating in which section the member wishes to participate.

General By-Laws

18. Recognition of Youth Members

Youth Members are to be organized informally into Anglophone and Francophone sections within guidelines established from time to time by the National Council. Each section is to be recognized by the National Council. Within a section, Youth Members may structure themselves as local groups, groups sharing the same interests, within a territory or by such other structure as may be accepted by a section of the Youth Members.

19. Internal Rules of Youth Members

For administrative purposes, each section establishes its own internal rules and regulations covering, among other matters, notices of meetings and quorum. Such internal rules and regulations must be compatible with the mission, purposes and policies of the Organization. The National Council may impose internal rules and regulations upon one or the other of the sections of the Youth Members.

20. Resignation

A Youth Member may resign by giving notice to the member's section, which in turn transmits such resignations to the Organization.

21. Dismissal

After giving formal written notice showing cause and following due process, a section may expel any Youth Member under its jurisdiction who violates any by-law, or whose conduct or activities are deemed to be harmful to or incompatible with the mission of the Organization.

22. Appeal

Any Youth Member who has been expelled may appeal to a committee appointed by the National Council for this purpose.

23. Annual Assembly of Youth Members

Each section of the Youth Members holds an Annual Assembly to receive reports on the activities and programs of the Organization and to each elect a Youth Member, of at least 18 years of age, as a National Member. The assembly is held at such place and time as fixed by the Youth Member of the section that elected him/her as a National Member.

DIOCESAN COUNCILS

24. Diocesan Councils

The territory of a Region is divided into Dioceses. Diocesan Councils are responsible for the Local Groups within their jurisdiction.

General By-Laws

25. Members of a Diocesan Council

A member of a Diocesan Council (“Diocesan Member”) is a Local Member who is recognized as a Diocesan Member within guidelines established from time to time by a Diocesan Council.

26. Objectives

The Diocesan Council is composed of the Diocesan Members and offers the Diocesan Members within its jurisdiction an opportunity to participate actively in the affairs of the Organization. It co-ordinates and implements the objectives of the Organization. It recognizes Local Groups and establishes mechanisms for

their co-ordination. It organizes annual meetings of Local Members and of Diocesan Members. It accepts members onto the Diocesan Council. It elects its Executive Committee and elects its Regional Delegates and its delegates to the Orientation Assembly.

27. Internal Rules of the Diocesan Council

For administrative purposes, each Diocesan Council establishes its own internal rules and regulations covering, among other matters, the manner in which local members are accepted as members of the Diocesan Council (i.e. “Diocesan Members”), notices of meetings and quorum. Such internal rules and regulations must be compatible with the mission, purposes and policies of the Organization. Should a Diocesan Council not have rules and regulations, these may be imposed by the National Council.

28. Territorial Division

The territory of each Diocesan Council corresponds to the territory of a Diocese or of an ecclesiastical jurisdiction recognized by the Canadian Conference of Catholic Bishops. The National Council reserves the right to recognize, in consultation with the local Bishop, more than one Diocesan Council in a given Diocese or ecclesiastical jurisdiction in order to ensure the representation of significant linguistic minorities or membership from various Catholic Churches.

29. Name of Diocesan Councils

Each Diocesan Council is designated by the name of the Diocese or by any other name approved by the National Council.

30. Annual Meeting of the Diocesan Members

The purpose of the Annual Meeting of the Diocesan Members is to receive reports on the activities and programs of the Organization and to elect its Executive Committee. This meeting is held at such place and time as fixed by resolution of the Executive Committee of the Diocesan Council.

General By-Laws

31. Other Meetings

In addition to its Annual Meeting, the Diocesan Members may meet as often as they deem necessary. During these meetings, the Diocesan Members elect Regional Delegates and delegates to the Orientation Assembly. Any meeting of Diocesan Members may be called at the request of the Chairperson or Vice-Chairperson.

32. Number of Regional Delegates per Diocese

Any Diocese having a Catholic population of 100,000 persons or less is entitled to elect three (3) Regional Delegates; any Diocese having more than one hundred thousand (100,000) Catholics is entitled to one (1) Regional Delegate for each additional one hundred thousand (100,000) persons.

33. Alternate Delegates

At the time of the election of its Regional Delegates to the Regional Assembly, each Diocesan Council shall elect alternate delegates who shall replace elected Regional Delegates unable to be present at the Regional Assembly.

34. Registration of Delegates

Within ten (10) days following their election, the Diocesan Council Secretary gives written notice to the Organization of the name and address of its Regional Delegates to the Regional Assembly.

35. The Executive Committee

An Executive Committee, which includes at least four (4) members, namely a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary, manages the affairs of a Diocesan Council; these are elected from among the Diocesan Members at the Annual Meeting of the Diocesan Members.

36. Meetings

The Diocesan Executive Committee meets as often as it finds necessary at a place and time which it deems advisable; any meeting of the Executive Committee may be called at the request of the Chairperson or of the Vice-Chairperson.

37. The Chairperson

The Chairperson is the chief officer of the Diocesan Council having the control and supervision over its affairs. The Chairperson presides at all meetings of Diocesan Members, directs its proceedings and is entitled to vote on all matters concerning the Diocesan Members.

38. The Vice-Chairperson

The Vice-Chairperson assists and replaces the Chairperson when need be and exercises whatever functions may be conferred by the Chairperson or by the Diocesan Members.

General By-Laws

39. The Secretary

The Secretary provides notice of meetings of the Diocesan Members, takes or causes to be taken minutes of meetings and forwards copies to the National Council. The Secretary maintains a current list of active Diocesan Members and Local Members within the jurisdiction of a Diocesan Council which it forwards to the Organization. The Secretary notifies the Organization of changes to the Executive Committee of the Diocesan Council and submits the names of its delegates to the Regional Assembly and to the Orientation Assembly.

40. The Treasurer

The Treasurer ensures custody of the funds and securities of the Organization and deposits or causes these to be deposited in any financial institution selected by the Diocesan Members. The Treasurer acts as trustee over the Organization's funds prior to their transfer to the National Council. The Treasurer maintains records of all financial transactions of the Diocesan Council and reports annually to the National Council.

41. Terms of Office

The term of office for members of the Executive Committee of the Diocesan Council is for two (2) years and they may be re-elected in accordance with the internal rules and regulations of each Diocesan Council.

42. Vacancy

Any vacancy on the Executive Committee of the Diocesan Council is filled by the Diocesan Members from among the Diocesan Members.

43. Dismissal

The Diocesan Members may expel any Diocesan Member or dismiss any of the members of the Executive Committee by resolution carried by a two-thirds (2/3) majority of the votes of the Diocesan Members present at a meeting which has been convened for this purpose.

44. Appeal

Any Diocesan Member who has been expelled or any Executive Committee member who has been dismissed retains the right to appeal this decision to the National Council through a committee established for this purpose.

General By-Laws

REGIONAL ASSEMBLIES

45. Regions

For administrative purposes, the Organization is divided into eleven (11) Regions. Each Region is composed of Diocesan Councils. The Regions are:

1. British Columbia /Yukon
2. Alberta / Northwest Territories
3. Saskatchewan
4. Manitoba / Nunavut
5. Ontario
6. Quebec
7. New Brunswick (anglophone)
8. New Brunswick (francophone)
9. Prince Edward Island
10. Nova Scotia
11. Newfoundland and Labrador

Each Region is composed of as many Diocesan Councils as is authorized by the National Council.

46. Regional Delegates

A Regional Delegate is a delegate to a Regional Assembly. The Regional Delegate must be a Diocesan Member who has been active as such for at least one (1) year and who is elected as a Regional Delegate during a meeting of the Diocesan Members.

47. Place and Time

An annual assembly of the Regional Delegates is held in the spring of each year, no later than May 15, at a place and time set by the member or members of the National Council for that Region.

48. Number of Regional Assemblies

New-Brunswick francophone and Quebec hold their Regional Assembly together. New Brunswick anglophone, Nova Scotia and Prince Edward Island hold their Regional Assembly together. Eight (8) Regional Assemblies are therefore held.

1. British Columbia / Yukon
2. Alberta / Northwest Territories
3. Saskatchewan
4. Manitoba / Nunavut
5. Ontario
6. New Brunswick (anglophone) / Nova Scotia / Prince Edward Island
7. Quebec / New Brunswick (francophone)
8. Newfoundland and Labrador

General By-Laws

49. Objectives

The objectives of the annual assembly of Regional Delegates are:

- a. to receive the report of the member(s) of the National Council for the Region;
- b. to discuss and act upon matters relating to the activities and programs of the Organization within the Region;
- c. to recommend upon matters relating to the programs, activities and operations of the Organization at the national level;
- d. to elect the number of National Members to which the Region is entitled per Section 56 of these General Bylaws.

50. Chairperson of the Regional Assembly

At the opening of such assembly, the Regional Delegates elect a Chairperson and a Secretary. Minutes of the discussions and decisions of the assembly are taken and forwarded to the National Council.

51. Notice of Assembly

Notice of the time and place of a Regional Assembly shall be given to each Regional Delegate by the following means:

- a. By mail, courier or personal delivery to each Regional Delegate entitled to vote at the assembly, during a period of 21 to 60 days before the day on which the assembly is to be held; or
- b. By telephonic, electronic or other communication facility to each Regional Delegate entitled to vote at the assembly, during a period of 21 to 35 days before the day on which the assembly is to be held.

Such notice must indicate the date, the place, the time and, as the case may be and the topics to be discussed with enough information to allow the Regional Delegate to make a sound decision.

No error or omission in the sending of the notice or adjournment of an assembly will have the effect of invalidating the said assembly nor the deliberations that have taken place, and any Regional Delegate may waive at any time the right to receive such notice and may ratify, approve and confirm one or all of the deliberations having taken place.

52. Quorum

The quorum is a simple majority of Regional Delegates to the Regional Assembly.

NATIONAL MEMBERS

53. National Members

Except for Youth National Members, a National Member must be a Local Member, who has been an active Member for three (3) years, one of which

General By-Laws

is as a Diocesan Member, and was elected as a National Member by the Regional Delegates at their annual Regional Assembly. National Members have full voting rights and are the only members entitled to receive the auditor's report and the financial statements of the Organization. They elect the members of the National Council.

54. Nomination

Except for Youth National Members, the nomination of candidates as National Members is made at the Regional Assemblies:

- a. upon recommendation of a Regional Nominating Committee mandated by a Regional Assembly for this purpose, or;
- b. by consensus between the Diocesan Councils of a Region whereby one or more candidates are submitted at the Regional Assembly or;
- c. through nomination from the floor during the Regional Assembly, upon a motion of any delegate, duly seconded by two (2) other delegates.

The curriculum vitae of candidates for election as National Members should be circulated prior to the election.

55. Election Process

In the event of an election, the Regional Assembly shall appoint from among its Regional Delegates an election Chairperson, an election Secretary and scrutineers.

56. Number and Representation

The number of National Members is limited to twenty-one (21), two of whom are elected by the Youth Members at the Anglophone and Francophone Youth Assemblies and nineteen (19) of whom are elected by the Regional Assemblies as follows:

- a. British Columbia / Yukon (1)
- b. Alberta / Northwest Territories (1)
- c. Saskatchewan (1)
- d. Manitoba / Nunavut (1)
- e. Ontario (4)
- f. Quebec (6)
- g. New Brunswick (anglophone) (1)
- h. New Brunswick (francophone) (1)
- i. Prince Edward Island (1)
- j. Nova Scotia (1) and
- k. Newfoundland and Labrador (1)

57. Term as National Member

The term of a National Member is three (3) years. No member may complete more than two complete consecutive terms unless the National Members by unanimous decision, during a vote held by secret ballot, agree to extend the term by one year.

General By-Laws

58. Annual Meeting of the National Members

An Annual Meeting of the National Members is held within three (3) months of the end of the fiscal year of the Organization, at a date and place fixed by resolution of the National Council.

59. Agenda of Annual Meetings

The agenda of the Annual Meeting of the National Members shall include, among others:

- a. receipt of the auditor's report and the financial statements of the Organization;
- b. appointment of an auditor until the next annual meeting; and
- c. election of the members of the National Council

60. Election of members of the National Council

The National Members must exercise their right to vote in order to elect not less than twelve (12) and not more than twenty-one (21) members of the National Council. The Past President, if no longer a National Member, serves as a non-voting member of the National Council.

The National Council, acting as a board of directors, manages the affairs of the Organization. The National Members may elect up to three (3) Local Members as members of the National Council. All other members of the National Council, except the Past President, must be National Members.

61. Special meeting

Any special meeting of the National Members is convened by the Secretary or the Chairperson at the request of the National Council or by any other person designated by the National Council. Such a meeting may also be convened by the Secretary or the Chairperson at the written request of nine (9) National Members.

62. Notice of meeting

Notice of the time and place of a meeting of the National Members shall be given to each National Member by the following means:

- a. By mail, courier or personal delivery to each National Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic or other communication facility to each National Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Such notice must indicate the date, the place, the time and, as the case may be, the subject of any special meeting with enough information to allow the National Member to make a sound decision.

General By-Laws

No error or omission in the sending of the notice or adjournment of a meeting will have the effect of invalidating the said meeting nor the deliberations that have taken place, and any National Member may waive at any time the right to receive such notice and may ratify, approve and confirm one or all of the deliberations having taken place.

63. Quorum

The quorum for a meeting of National Members is eleven (11) members and requires that five (5) regions be represented.

64. Procedure

At any National Members meeting, the Chairperson determines the procedure of the deliberations, including the time and the means relative to adjournments and elections.

NATIONAL COUNCIL

65. Objectives and Powers

The National Council acts as the Board of Directors of the Organization and as such has all the power, authority and obligations granted by law to a Board of Directors.

The National Council manages the affairs of the Organization according to the general direction and themes indicated by the Orientation Assembly. It is entitled and empowered to execute or cause to be executed any and all contracts or agreements to which the Organization may be or may become a party and generally to exercise all the rights and powers which the Organization has the capacity to exercise.

66. Annual Meeting of the National Council

An Annual Meeting of the National Council is held within three (3) months of the end of the fiscal year, immediately preceding the Annual Meeting of the National Members, at a date and place fixed by resolution of the National Council. The purposes of this meeting are:

- a. to receive the reports of the Chairperson of the National Council, of its committees and of the Executive Director; and
- b. to adopt the auditor's report and the financial statements of the Organization.

Immediately following the Annual Meeting of the National Members, a meeting of the National Council is held for the following purposes:

- a. to establish the Organization's programs for the coming year within the orientations received from the Orientation Assembly;
- b. to dispose of the general business of the Organization and to give the mandates necessary to see the implementation of the National Council's decisions;
- c. to elect from among its members the Chairperson, Vice-Chairperson, Secretary and Treasurer; and
- d. to elect any other officer it deems appropriate.

General By-Laws

67. Special Meetings

A Special Meeting of the National Council may be called:

- a. by the Chairperson of the National Council,
- b. by resolution of the National Council, or
- c. by petition addressed to the Chairperson and signed by at least one-third (1/3) of the members of the National Council.

The request for a Special Meeting shall indicate the purpose thereof and notice must include sufficient information to allow the members of the National Council to come to a clear judgment. Upon receipt of such notice, the Chairperson or, in the absence of the Chairperson, the Vice-Chairperson shall direct the Secretary to call a meeting, failing which the petitioners themselves may call a meeting.

68. Regular Meetings

The National Council determines the time and place of its regular meetings by resolution which stands in lieu of notice. The Secretary at the request of the Chairperson calls all such meetings. The Chairperson determines who, other than National Council members, may be admitted to and participate in any or all of its meetings.

69. Notice

Meetings of the members of the National Council require a minimum of two (2) weeks written notice. In the case of emergency, one (1) week's notice will be sufficient and may be given orally.

70. Quorum

The quorum for a meeting of the National Council is a simple majority of National Council members and requires that there be at least one National Council member from each of: Atlantic Canada, Quebec, Ontario and Western Canada.

71. Mandate

The mandate of a member of the National Council is for three (3) years. No member may complete more than two (2) complete consecutive terms unless the National Council, by unanimous decision, during a vote held by secret ballot, agrees to extend the term by one year.

72. Resignation

National Council members may resign by giving written notice to the Chairperson of the National Council.

73. Vacancy

The National Council shall fill any vacancy in the elected members on the National Council. Such member shall hold office until the next Regional Assembly or Youth Assembly whose representation has been vacant, at which time a member shall be elected to fill the remaining term. Notwithstanding any vacancy, the National Council may continue to act as long as there is a quorum.

General By-Laws

74. Borrowing

The National Council is hereby authorized, from time to time:

- a. to borrow money upon the credit of the Organization, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the National Council in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Organization and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the National Council; and
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Organization, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Organization, and the undertaking and rights of the Organization.

75. Donations

The National Council shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Organization.

EXECUTIVE COMMITTEE

76. Powers

With due regard to any limitation which may be imposed by the National Council, the Executive Committee shall, between meetings of the National Council, exercise all the powers and rights of the National Council in the management of the affairs of the Organization consistent with the policies established by the National Council, except the powers which may, by law, be exercised by the National Council exclusively. The Executive Committee is entitled and empowered to implement its decisions.

77. Composition

The Executive Committee is composed of five (5) to seven (7) members, among whom there will be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer, and from one (1) to three (3) National Council members at large, all with the right to vote.

General By-Laws

PARTICULAR ROLES

78. The Chairperson

The Chairperson is the chief officer of the Organization, having control and supervision of its affairs. The Chairperson serves as the Organization's President, presides at all meetings of the National Members, of the National Council and of the Executive Committee and directs their proceedings. The Chairperson is a voting member, ex-officio, of any and all committees that may be formed. The Chairperson signs all documents requiring signature and, without limiting the generality of the foregoing, has the powers and duties from time to time conferred by the National Council, the articles of continuance and the by-laws.

79. The Vice-Chairperson

The Vice-Chairperson assists and replaces the Chairperson when need be, and exercises other functions which may be conferred by the Chairperson or by the National Council. The Vice-Chairperson is a voting member of the Executive Committee.

80. The Secretary

The Secretary takes or causes to be taken minutes of all meetings of the National Members, National Council and of the Executive Committee, gives notice of meetings and has custody of all books, papers, records, documents and the seal of the Organization. The Secretary is a voting member of the Executive Committee.

81. The Treasurer

The Treasurer has the custody of the funds and securities of the Organization and deposits or causes these to be deposited in any financial institution selected by the National Council. The Treasurer is a voting member of the Executive Committee.

82. Nomination

Nominations for each position on the Executive Committee are made upon recommendation of the National Council Operations Committee or through nomination by two (2) members of the National Council present at the meeting.

The National Council Operations Committee is composed of the Past President, who serves as its Chairperson and one (1) National Council Member from each of Atlantic Canada, Quebec, Ontario and Western Canada. These are appointed at the meeting of the National Council held prior to the Annual Meeting of the National Members. Members of the National Council Operations Committee may not be elected to the positions of Chairperson, Vice-Chairperson, Secretary or Treasurer.

If possible, the National Council Operations Committee reports at the beginning of the Annual Meeting of the National Members.

General By-Laws

83. Vote

The vote required for election to any office is a simple majority where there are only two candidates, and a plurality where there are more than two candidates.

84. Term of Office

The term of Members of the Executive Committee is one (1) year. No person may occupy the positions of Chairperson, Vice-chairperson, Secretary or Treasurer for more than three (3) consecutive terms. Members must serve at least one (1) year on the National Council before they are eligible for the office of Chairperson of the Council.

85. Notice of Meetings

Notice of any meeting of the Executive Committee is given at least one (1) week before the meeting, but one (1) day will suffice in a case of emergency. This notice may be given orally.

86. Quorum

The majority of members constitute the quorum of the Executive Committee.

87. Removal of a Member of the National Council or the Executive Committee

The National Council may remove and discharge one or more members of National Council or the Executive Committee, either with or without cause, at any meeting called for this purpose and may elect or appoint others in their place. Such action requires a resolution adopted by two-thirds (2/3) of the members present. A person who loses status as a member of the National Council is automatically revoked as a National Member.

88. Standing Liaison Committee

To assist the Organization in fulfilling the mandate and mission entrusted to it by the Catholic Bishops of Canada, and to maintain and strengthen a collaborative relationship with the Canadian Conference of Catholic Bishops, the National Council appoints the Standing Liaison Committee which is responsible for liaising with the Standing Committee for Development and Peace of the Canadian Conference of Catholic Bishops. The Standing Liaison Committee of the Organization reports to the National Council.

89. Other Committees

The National Council may create and appoint members to committees for all purposes deemed useful, giving to such committee the powers required for their mandate. Any such committees remain under the authority and jurisdiction of the National Council. Any such committee controls its own management.

90. Signature of Agreements, Contracts, etc.

Any contract, agreement or document to bind the Organization shall be signed by any two (2) of the Chairperson, the Vice-Chairperson, the Treasurer,

General By-Laws

the Secretary, the Executive Director or any other person expressly authorized for this purpose by resolution of the National Council.

Where specific National Council authorization is not required, the Council shall designate the Executive Director and/or other persons to act on behalf of the Organization.

91. Removal of Committees

The National Council may remove and discharge any or all committees or members of committees, either with or without cause, and may elect or appoint others in their place.

EXECUTIVE DIRECTOR

92. Appointment

The National Council appoints the Executive Director upon such terms and remuneration as the Council decides. It determines the powers, duties and employment conditions of the Executive Director. The Executive Director answers and reports to the National Council.

The National Council shall consult with the Canadian Conference of Catholic Bishops as part of the process of appointment of the Executive Director.

93. Responsibilities

The Executive Director supervises and directs the affairs of the Organization, ensures the hiring and supervision of personnel and the distribution of work.

Unless otherwise decided by the National Council, the Executive Director attends the meetings of the National Council and of the Executive Committee in an advisory capacity. Under the Chairperson's instructions, the Executive Director prepares the agenda for the National Council and for Executive Committee meetings.

94. Removal

The National Council may remove and discharge the Executive Director, either with or without cause, at any meeting called for this purpose and may appoint a replacement.

ORIENTATION ASSEMBLY

95. Objectives

The Orientation Assembly is convened by the National Council and indicates the Organization's general direction and themes which the National Council endeavors to implement, unless special circumstances indicate otherwise.

General By-Laws

96. Date and Location

At a date and location determined by the National Council, an Orientation Assembly is held at least once every five (5) years. When possible and allowed by National Council, delegates to the Orientation Assembly may participate in person or by virtual presence, provided their virtual presence and vote can be recorded along with delegates personally present.

97. Composition

Delegates to the Orientation Assembly include:

- a. National Members;
- b. the Past President of the National Council and other National Council members who are not also National Members;
- c. special delegates chosen by the National Council on the basis of their role and involvement;
- d. Diocesan Delegates, elected by Diocesan Councils, including at least one (1) and no more than two (2) delegates for each diocese in Canada as determined by the Credentials Committee;
- e. Youth Delegates, according to a process set by the Credentials Committee for the Orientation Assembly.

Where no Diocesan Council exists, Diocesan Delegates are appointed by the National Council in consultation with the Bishop of that Diocese.

98. Credentials Committee

The election of delegates to the Orientation Assembly is overseen by a Credentials Committee appointed by the National Council for this purpose.

99. Alternate Delegates

At the time of the election of delegates to the Orientation Assembly, alternate delegates shall be appointed in each instance to replace delegates unable to be present. National Council Members participate in the Orientation Assembly by virtue of the office they hold and cannot be replaced.

100. Notice and quorum

A minimum notice of one hundred (100) days is required for the Orientation Assembly. The quorum is a majority of delegates to the Orientation Assembly.

SPECIAL PROVISIONS

101. Seal

The imprint of the corporate seal appears in the margin hereto.

General By-Laws

102. Place of Business

The National Council decides the number and location of offices which may be maintained by the Organization in Canada and in other parts of the world.

103. Fiscal Year

The fiscal year of the Organization ends on the 31st day of August in each year.

104. Remuneration and Conflict of Interest

- a. Members of the National Council, Diocesan Councils, Local Groups and members of other committees of the Organization serve in a voluntary capacity without remuneration.
- b. A National Council member with a direct or indirect interest in a business that places the member in an actual or potential conflict of interest with the Organization has the responsibility to declare such conflicts to other members of the National Council in writing or to risk loss of Council membership.
- c. A National Council member in a situation of conflict of interest must abstain from participation in all deliberations and decisions involving the business in which the member holds an interest or abstain from participation in parts of Council meetings during which that member's interest is at stake.
- d. The preceding paragraphs apply not only to the case of conflict of a pecuniary character but also to conflicts of a moral or similar nature. A majority decision of the National Council determining that there is a conflict of a moral or similar nature will prevail and is binding upon members.

GENERAL PROVISIONS

105. Meetings held by electronic means

The term meeting or assembly shall be understood to include: telephone conference calls, video conferences, meetings by electronic means or other communication facilities which permit all participants to communicate adequately with each other during the meeting. In such cases, the existing provisions concerning notice, participation, quorum and record keeping must be respected.

A meeting of the members of the National Council may be held by electronic means inasmuch as there is no objection by a member of the National Council to the holding of the meeting in such manner.

Such meetings must permit the members to exchange and/or to hear each other simultaneously and instantaneously. Measures will be taken to ensure that such meetings are secure from unauthorized interception or monitoring.

For purposes of determining those present and for the recording of votes, the secretary of the meeting shall require individual participants to identify themselves clearly and to record their vote verbally. All members whose participation is recorded in this fashion are deemed to have been present at the meeting.

General By-Laws

106. Definition of Written Notice

Written notice understood as any letter, facsimile, electronically transmitted communication or document, forwarded or delivered to the party entitled to receive same, at the last address given to the national office or to the National Council Secretary, is considered sufficient under the terms of these by-laws.

107. Waiver of Notice

A meeting may be duly held without prior notice whenever all members concerned are present or have waived the notice of meeting in writing by mail, facsimile, or any means of electronic communications.

108. Failure to Give Notice

A member's failure to receive notice of a meeting of his category shall not render such meeting null and void. The presence of a member at a meeting shall constitute a waiver of this member's right to receive notice.

109. Vote

At any meeting of the members of a category:

- a. Each member has the right to one (1) vote;
- b. Voting by proxy is not authorized; and
- c. Voting is done by a show of hands unless a secret ballot is requested by three (3) members present.

110. Amendment of By-Laws

By-laws of the Organization may be repealed or amended by by-law enacted by the vote of two-thirds (2/3) of the members of the National Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the National Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the authorization of the Canadian Conference of Catholic Bishops has been obtained.

ADOPTED by the National Council March 7 2014

CONFIRMED by the National Members by special resolution March 7 2014