

## GENERAL RULES

### 1. INTERPRETATION

#### 1.1 Definitions

- a) The abbreviation “**AH**” refers to AlterHéros, in keeping with paragraph 2.1 of these rules.
- b) The word “**youth**” refers to people aged 14 to 30.
- c) “**Board**” is a synonym of Board of Directors.
- d) The term “**board member**” designates a member of the board.
- e) The word “**group**” designates an association, community or other group that provides services to sexually- and gender-diverse youth and others:
  - i. Community organizations;
  - ii. Organizations’ projects;
  - iii. Student groups at the high school, college or university level.
- f) The word “**staff**” represents all salaried employees of the organization.

### 2. DEFINITION AND OBJECTIVES OF THE ORGANIZATION

#### 2.1 Definition

AH is a non-profit corporation under the terms set out in Part III of the *Companies Act*, L.R.Q., c. C-38 by letter patent issued in Québec on March 12, 2003 (designating number 1161372322).

#### 2.2 Purpose and objective

AH is an incorporated non-profit organization whose mission is to facilitate the social and community integration of sexually- and gender-diverse youth. The organization aims to facilitate individuals’ development in relation to their sexual orientation, gender identity, gender expression and sexuality.

#### 2.3 Headquarters

The organization’s headquarters must be located in the province of Québec or at a location the board may determine at the time of its choosing.

#### 2.4 Official seals and logos

The organization’s seals and logos are determined by the board by means of a resolution. The organization’s name must appear thereon.

#### 2.5 Fiscal year

The organization’s fiscal year begins on the first day of April of each year and ends on the thirty-first day of March of each year. However, the board may decide on other dates it deems preferable by means of a resolution.



### **3. MEMBERSHIP**

#### **3.1 Definition**

Any individual may become a member of the board on condition they provide the necessary information and respect the organization's purpose, general rules and code of ethics. To become a member of the organization, the individual must fill out the membership form and pay their annual fee, whose amount is determined by the board.

#### **3.2 Length of membership**

A membership must last a minimum of one year.

#### **3.3 Expulsion**

3.3.1 A member may lose their status by means of a secret vote if at least two-thirds of the board considers that the member has not respected their obligations, has broken one of the organization's rules, or has practiced any other activity deemed unacceptable. In considering each case, the board must apply the procedure set out in paragraph 3.3.2 of these rules before moving to a vote.

3.3.2 To consider a case of expulsion under paragraph 3.3.1, the board must:

- a) Directly announce to the member, in writing, the location and time of the meeting during which the board will discuss their membership under paragraph 3.3.1. The member may attend the meeting in order to speak for themselves;
- b) After having considered the defense provided by the member in question and the board members, if applicable, the board holds a secret vote to decide whether or not the member will be expelled. The expulsion takes effect only if at least two-thirds of the board have voted in favour. The member in question may not vote in this process.
- c) Announce the board's decision to the member in writing.

#### **3.4 Resignation**

A member may resign from their membership with the organization at any time by sending a resignation letter to the board with the date their resignation takes effect.

#### **3.5 Member rights**

Members have a right to:

- a) Be informed about AH's administrative affairs;
- b) Obtain, by request, a copy of the organization's statutes and rules;
- c) View the Board of Directors' meeting minutes (except those that have been sealed in the context of a closed-door meeting) and the organization's other documents, with a written request to the secretary;
- d) Obtain a copy of the financial statements for the most recent financial year upon request or at the time of the annual general assembly;
- e) Speak, propose motions and vote at general assemblies.

### **3.6 List of members**

The list of AH members and the information contained within it may only be shared with someone outside the board by a two-thirds majority decision in favour, and with orders to preserve the members' privacy.

## **4. GENERAL ASSEMBLY**

### **4.1 Annual general assembly**

The organization's annual general assembly must be held before the 120th day following the organization's fiscal year end. The board chooses the date, the location and the time of the assembly.

A notice of meeting must be provided to all members by letter, telephone, email or bulletin at least twenty-one days before the assembly. The assembly may, by ruling, decide on other methods of providing a notice of meeting.

### **4.2 Special general assembly**

The board or at least ten members in good standing of the organization may, if necessary, call a special general meeting at the date, location and time of their choice. The organization's secretary must send a notice of meeting to all members seven days before the assembly.

### **4.3 Quorum**

The general assembly includes all voting members. The presence of twelve voting members or ten percent of all members constitutes quorum and, as a result, renders the assembly valid.

### **4.4 Powers of the general assembly**

The general assembly has the power and right to:

- a) Elect members of the board;
- b) Receive and adopt the financial statements and budget forecasts;
- c) Ratify and amend the organization's general rules;
- d) Decide on general policies, the organization's orientation, and the annual development objectives.

### **4.5. Vote**

Each member present at the general assembly is entitled to exercise a single right to vote. Vote by proxy is forbidden. If a member proposes it, a secret vote may be held. It is limited to the people present at the general assembly.

### **4.6. Agenda**

#### **4.6.1 Annual general assembly**

The day's for each annual general assembly must contain at minimum the following points:

- a) Adoption of the minutes of the preceding annual general assembly;
- b) Confirmation of the general rules (additions and amendments) adopted by the board since the last assembly (if applicable);
- c) Presentation of the financial statements for the last fiscal year;
- d) Presentation of the annual report;
- e) Election of board members for the coming year.

#### **4.6.2 Special general assembly**

The agenda for a special general assembly must be limited to the reasons for which it was called, as



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indicated in the notice of meeting.

## **5. THE BOARD OF DIRECTORS**

### **5.1 Number of board members**

The board is made up of five to ten members; this range may be modified in keeping with article 87 of the *Companies Act*. AH aims to be diverse and inclusive.

### **5.2 Eligibility**

To be eligible for the board, a person must:

- a) Be at least 18 years of age (except for the youth observer, as set out in point 6.2.6);
- b) Have a working knowledge of French;
- c) Be a member in good standing of the organization.

No board member may be remunerated for their services as a board member. However, expenses may be reimbursed for purchases previously authorized by the board, made for the organization and with proof of purchase.

### **5.3 Length of terms**

Each board member is elected for a two-year term, except for members without portfolio. The president and treasurer are elected on odd-numbered years, and the vice-president and secretary are elected on even-numbered years.

The terms for members without portfolio and the youth observer are for one year with the option to renew.

### **5.4 Vacant positions**

A position on the board may become vacant following:

- a) The resignation of a board member;
- b) The expulsion of a board member under paragraph 3.3 of these general rules;
- c) Too-frequent unmotivated absences. In this case, the board may expel the board member in question under paragraph 3.3 of these general rules. After the third consecutive unmotivated absence, the board member in question will be considered to have resigned.

### **5.5 Elections**

The elections for part of the board (as described in paragraph 5.3) are held every year during the annual general assembly. The general assembly elects board members to the needed positions. If a position becomes vacant during the year, the other board members may co-opt another board member chosen from among the organization's members in good standing, who will pursue the activities of the person who resigned until the end of that person's term.

### **5.6 Duties of the board of directors**

The board is elected to manage the organization's affairs.

5.6.1 The board respects the regulations and general rules of AH.

5.6.2 The board members may exercise their powers based on what is permitted under the organization's code of ethics. They adopt new rules, amend them as needed, and adopt the resolutions necessary for the organization to pursue its goals.

5.6.3 The board makes decisions about employee hiring and remuneration.

5.6.4 The board studies, changes and accepts the budget forecast.

5.6.5 The board determines the conditions for membership eligibility.

5.6.6 The board applies the regulations and general rules and executes resolutions.

5.6.7 The board decides on AH's affiliations and disaffiliations with other groups.

5.6.8 The board is responsible for avoiding situations that have the potential to develop into conflicts of interest, particularly in regard to cheque signatories and the organization's staff. For example, an employee may not be designated as a signatory. As well, a person holding the position of executive director may not also hold the position of president, vice-president, secretary or treasurer on the board.

## **5.7 Board meetings**

5.7.1 The board must hold at least six meetings per year.

5.7.2 A notice of meeting must be sent at least seven days before the meeting by either the president or the secretary. The president and other board members decide upon the meeting date, location and time.

5.7.3 The notice of meeting must be provided by mail, email, telephone or any other means of communication approved by the board.

5.7.4 If the entire board is present, the members may, by common agreement, decree that an official meeting has taken place. In this case, a notice of meeting is not necessary. The board members may sign a renunciation to this effect to avoid any question about the validity of such a meeting.

5.7.5 Quorum is reached if the simple majority (50% + 1) of board members are present.

5.7.6 Every member present at the board meeting is entitled to exercise a single right to vote. Voting by proxy is forbidden. Upon a member's proposal, a secret vote may be held; it is limited to the people present at the meeting.

5.7.7 Some board resolutions may be adopted online (by email, Google Hangouts or another platform). Resolutions adopted online must be unanimous, except for situations that may lead to a breach of the law. In such a case, a simple majority suffices. All resolutions adopted online must be added to the minutes of the next board meeting.

## **6. OFFICERS OF THE ORGANIZATION**

### **6.1 Notes**

Meeting minutes must mention any role switching between board members. The following responsibilities are shared among all board officers:

- With the executive director, develop and maintain relationships beneficial to AH;
- Maintain AH's positive reputation with the general public, and with affiliated groups and members;

- As needed, share in the public representation of the organization alongside the executive director.

## 6.2 Officer responsibilities

### 6.2.1 President

- Chairs board meetings, annual general assemblies and special general assemblies;
- Prepares the agenda and ensures that the subjects discussed are relevant;
- Ensures that current statutes and rules are respected;
- Supervises the accomplishment of board members' tasks and the organization's general operations;
- May be a signatory on cheques from the organization;
- Fulfills any other mandate assigned by the board.

### 6.2.2 Vice-president

- Assists the president;
- Chairs board meetings in the president's absence;
- Holds the president's responsibilities in the president's absence, except if the board adopts a resolution deciding otherwise;
- May be a signatory on cheques from the organization;
- Fulfills any other mandate assigned by the board.

### 6.2.3 Secretary

- Ensures that the organization respects the law;
- Prepares, writes and distributes minutes and official reports;
- Acts as the guardian of AH's official documents;
- With the president, signs the organization's official documents as set out in the *Companies Act*;
- May be a signatory on cheques from the organization;
- Fulfills any other mandate assigned by the board.

### 6.2.4 Treasurer

- With the executive director, manages AH's financial and physical resources;
- Prepares the financial statements and budget forecasts and provides a financial report for the annual general assembly;
- Keeps the accounting book up to date and ensures that it is accurate;
- Acts as the guardian of the organization's funds; handles deposits and withdrawals from the bank account;
- May be a signatory on cheques from the organization;
- Fulfills any other mandate assigned by the board.

### 6.2.5 Member without portfolio

There are three positions for members without portfolio on the board. One of them is reserved for a representative of the staff.

- Remain aware of AH's administrative affairs;
- May be signatories on cheques from the organization;
- As needed, support the other board members in carrying out their mandates;
- Fulfill any other mandate assigned by the board.

### 6.2.6 Youth observer

This position is reserved for a member aged 18 and under at the time of their election or re-election.

Because of their age, the youth observer has no voting rights and does not count as one of the organization's official board members.

- Remains aware of AH's administrative affairs;
- As needed, supports the other board members in carrying out their mandates;
- Fulfills any other mandate assigned by the board.

## **7. FINANCES**

### **7.1 Signature of official documents**

All leases, agreements, transfers, contracts, titles, tickets, cheques, bank drafts and other commitments made, accepted and endorsed by the organization must be signed by the president or vice-president. The board may, by resolution, designate another of its members to perform this function. Any cheque made out to AH must be deposited into the organization's bank account.

### **7.2 Bank account**

The board determines the financial institutions where the treasurer must deposit the organization's funds.

### **7.3 Funding**

The organization is funded by grants, ad revenue and other sources of funding determined by the board.

## **8. DISSOLUTION**

Should the organization be dissolved following a vote at an annual general assembly or special general assembly, all capital remaining after the organization pays its debts and obligations will be donated to a non-profit organization with the same goals as AH, in keeping with a decision from the board.

The dissolution procedure set out here is in keeping with Part III of the *Companies Act* and with the current regulations under the jurisdiction of the Registraire des Entreprises.

**Adopted on March 19, 2017 in Montréal by the board of directors of AlterHéros.  
Approved with changes (included in this document)  
at the annual general assembly of June 3, 2017.**



Philip Simard  
President



Kim St-Laurent  
Secretary