

Family Mediation Canada By-Laws

(amended October, 2001)

ARTICLE 1- INTERPRETATION

1. IN THESE AND ANY OTHER BY-LAWS, THE FOLLOWING DEFINITIONS APPLY UNLESS THE CONTEXT INDICATES OTHERWISE:

- a) "FMC" means Family Mediation Canada;
- b) "Corporation" means the Corporate entity known as FMC;
- c) "Directors" means the Board of Directors;
- d) "member" means:
 - i) individual;
 - ii) organizational: institutional/corporate and includes National, Provincial, Territorial/Regional or local institutions organizations, societies and Community groups/agency members;
 - iii) other categories of membership;
- e) "member's address" means the last known member's address as recorded in the register of FMC;
- f) "meeting" means:
 - i) "Annual General Meeting" - a convention of the members held once annually;
 - ii) "General Meeting" - a meeting of the members in general of special session;
 - iii) "meeting" - any other meeting;
- g) "notice" means in writing and delivered by posted mail, facsimile or electronic mail or as otherwise published;
- h) "notice period" means every day of the week and if notice is given by postal mail, then the notice period is the number of days as provided plus seven (7) days;
- i) "clear notice" means every working day, excluding weekends and Government of Canada statutory holidays and if notice is given by postal mail, the clear notice period is the number of days as provided plus seven (7) consecutive days;
- j) "Past President" means the person, other than the sitting President, who most recently held the office of President;
- k) "term of office" means one three year term determined from the date of election to the Board of Directors by the Membership at an Annual General Meeting and does not include service as a consequence of filling a vacancy;
- l) "consecutive terms of office" means two terms office with no interruption between terms;
- m) "year period" means a one-year period calculated from the last election of Directors at an Annual General Meeting;
- n) Singular words include the plural;
- o) Reference to persons includes organizations;
- p) Reference to any By-Law, statute or law includes any latter amendment or re-enactment of the By-Law, statute or law.

ARTICLE II - MEMBERSHIP

1. ELIGIBILITY FOR MEMBERSHIP

- a) Membership is open to any individual or organization interested in or involved with mediation or conflict resolution, and agreeing with the purposes, objects and Code of Conduct of FMC;
- b) Membership from within a Province or Territory/Region affiliated with FMC must also be eligible in accordance with the requirements of that particular Provincial or Territorial/Regional Association,

2. CATEGORIES OF MEMBERSHIP

- a) Individual;
- b) Organizational;

- c) Other categories as the members may decide at an Annual General Meeting.
- 3. ADMISSION OF MEMBERS
 - a) Members may join at any time of the year by completing a membership application form and sending it to FMC's head office.
- 4. RIGHTS OF MEMBERS
 - a) Individual members have the right to attend, speak and vote at all meetings of FMC. They have the right to stand for election to the Board of Directors;
 - b) Organizations shall appoint an individual as their representative who may attend, speak, and vote at meetings. The FMC office is to be notified of the organization's representative and all FMC correspondence must be sent to that representative. The representative of an organization may stand for election as a Director
- 5. MEMBERSHIP FEES
 - a) Membership fees or dues paid by each class of member shall be fixed by the Directors from time to time. Initial membership fees or dues shall be paid prior to the Annual General Meeting in order for a member to vote at that meeting. Membership fees or dues will be renewed on an annual basis on April 1st. Members joining any time during the FMC Annual Conference or prior to March 31st will be given a valid membership for a term fixed by the Directors;
 - b) Membership dues or fees are not refundable.
- 6. TERMINIATION OF MEMBERSHIP
 - a) Membership in any category may be terminated for any of the following reasons:
 - i) failure to pay fees or dues by the end of the fourth month of the membership year;
 - ii) death of an individual member or dissolution of an organization;
 - iii) withdrawal or resignation by notification in writing to FMC;
 - iv) failure to abide by or support the Constitution, By-Laws, Code of Conduct and the Practice Guidelines of FMC;
 - b) A motion to expel a member may be made at either a Board, General or Annual General Meeting supported by 75% of the voting members present at said Meeting, provided that the member who is the subject of the motion be given an opportunity to be heard at Meeting before the motion is put to the vote.
- 7. TRANSFER OF MEMBERSHIP
 - a) Membership is not transferable.
- 8. GOOD STANDING
 - a) Any person whose membership is not terminated is a member in good standing.

ARTICLE III – MEETING OF MEMBERS

1. NOTICE OF MEETING

- a) Annual General Meetings may be called at any time, by the President with sixty (60) days notice sent to the member's address by posted mail, facsimile, electronic mail, or as otherwise published.

2. ANNUAL GENERAL MEETING

- a) An Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the preceding Annual General Meeting. It will be held at a time and place determined by the Directors. Proper notice must appear in the same manner as set out in the above section 1. of this Article;
- b) The following items of business shall be conducted at every Annual General Meeting:
 - i) The report of the Directors;
 - ii) The Financial Statements and the report of the auditors;
 - iii) The appointment of auditors for the ensuing fiscal year;
 - iv) The election of the Directors.

3. GENERAL MEETINGS

- a) A General Meeting shall be called by the President or the Directors upon receiving a petition signed by ten (10) percent of the members in good standing stating the reason(s) for calling the General Meeting. Proper notice of such a General Meeting shall be in the same manner

as set out in the above section 1. of this Article. The President also may call a General Meeting from time to time without a petition from the members.

4. QUORUM

- a) At an Annual General meeting or General Meeting a quorum is at least one-half plus one of the current Directors, plus one voting member who is not a current Director. As long as there is no quorum, no official business can be conducted. In the case of no quorum, the meeting will be adjourned for thirty (30) minutes and then reconvened at which time a quorum cannot be less than twelve (12) Directors plus one (1) of the voting members who is not a current Director

5. VOTING

- a) A motion proposed at a meeting shall be seconded. The chairperson of a meeting may move or propose a motion;
- b) Voting may be a show of hands. Every member shall have the right to vote, except the Chairperson of the meeting, who shall have the right to vote only if that vote affects the outcome of the question by resulting in a tie vote or breaking a tie vote;
- c) In the case of a tie vote, the motion is defeated and a declaration as to the passage or defeat of the motion shall be entered in the Minutes of the meeting as evidence of that fact;
- d) Voting by proxy is not allowed.
- e) EMAIL VOTING (approved Oct. 10/2001)
 - i) Voting on any motion by the Board, or a committee of the Board, or by the members, may occur by email. The email subject line must identify that a vote is being called for.
 - ii) An email call for a vote on a motion is deemed received the business day following the day the motion was emailed. The call for a vote on a motion may be included in an email containing other business. The email call must include a date by which a vote is required, not to be any fewer than five (5) days from the date the email is deemed received, except in the case of emergencies, in which event the time of voting may be shortened, but the motion to be voted on must identify the matter as an emergency. The mover of the motion may extend the deadline for voting by an additional ten (10) days if s/he notifies the Executive Director of such extension. The Board or committee must then be advised of the extension.
 - iii) Voting may be done by email, fax or some other written form.
 - iv) At least one third of the Board members must vote, for the motion to be passed or defeated (i.e. the equivalent of quorum for a meeting). In the case of a committee of the Board, at least one-half of the committee must vote. In the case of membership, the lesser of at least ten percent or 50 members must vote
 - v) A person who fails to vote by the deadline will be deemed to have absented him/herself from the vote (i.e. as if not present at a meeting).
 - vi) A motion passes upon receipt of votes in support equaling at least 51% of the total votes cast by the deadline, unless pursuant to the FMC constitution, the matter requires a different majority, in which case that majority applies.
 - vii) A record of the motion and the vote taken will be part of the Minutes of the next meeting of the Executive Committee after the vote is completed, and will also be part of the Minutes of the Board, committee, or general membership as the case may be, if Minutes are recorded for such bodies.

ARTICLE IV - DIRECTORS

1. DIRECTORS

- a) The property and business of FMC shall be managed by the Directors all of whom must be members of FMC;
- b) The Directors shall not exceed twenty-six (26) in number and shall consist of:
 - i) Not more than one (1) representative appointed by each Province or Territory/Region; and
 - ii) Not more than two (2) Members-at-Large elected from each Province or Territory/Region; and

- iii) Any other Directors as the Directors may determine;
- c) If for any reason beyond the control of FMC there is a temporary lapse in the representation of any Province or Territory/Region, then the Directors shall remain properly constituted and with the power to exercise all powers granted to it by these By-Laws.

2. TERM OF OFFICE

- a) No director may be elected for more than two (2) consecutive terms of office. A Director who has served for two (2) consecutive terms may not stand for re-election until a three (3) year period has lapsed;
- b) Time served as President-Elect, Past-President or President shall not be included in the computation of time served as a Director;
- c) If a director's position is vacant for any reason, the Executive Committee may appoint a member to complete the remainder of that position's term.

3. MEETINGS OF THE DIRECTORS

- a) The Directors may meet at any time, place and means to be determined by the Directors. The Directors shall meet as often as may be required but at least one meeting a year shall be held. Each Director must receive at least thirty (30) days notice in writing to the Director's address by posted mail, facsimile or electronic mail of any meetings of the Directors;
- b) A simple majority of all the Directors shall constitute a quorum. Voting shall be in accordance with section 5 Article III;
- c) A motion proposed at a meeting must be seconded.

4. PAYMENTS TO DIRECTORS

- a) The Directors must not be paid any fee for their services as directors;
- b) The Directors may approve a policy of payment or reimbursement of reasonable expenses incurred by Directors;
- c) A Director may serve FMC in another capacity and receive remuneration subject to the approval of the Directors or the Executive Committee

5. POWER OF THE DIRECTORS

- a) The Directors may decided upon any matter which is not specifically reserved for the membership and which is in accordance with the purpose and objects of FMC and these By-Laws;
- b) The Directors shall have the power to exercise and do all such acts and things as FMC is authorized to exercise and do, including prescribing such governance documents, rules and regulations not inconsistent with these By-Laws relating to the management and operation of FMC;
- c) The Directors shall have the power to authorize expenditures on behalf of FMC for the purposes of carrying out the objects of FMC;
- d) The Directors, by resolution, may employ or engage by written agreement such employees and contractors, including an Executive Director, as the Directors deem necessary. The Directors shall define the terms of the engagement, duties and authority of such employees and contractors at the time of engagement and from time to time as required;
- e) The Directors may delegate by written agreement certain powers and authority to the Executive Director, employees and contractors. The Directors may delegate to an Officer or Officers of FMC the right to employ and remunerate employees and contractors;
- f) The Directors may enable FMC to receive funds;
- g) The Directors may designate from time to time the chartered bank or trust company for the deposit of all monies, securities and other valuable effects in the name of and to the credit of FMC or in the case of securities, as may be designated by the Directors;
- h) The Directors shall have the power to enter into a trust agreement with a financial institution duly registered in accordance with the laws of Canada for the purpose of creative a trust fund in which the capital and interest may be made available for promoting the purposes of FMC in accordance with such terms as the Board

- of Directors may determine;
- i) The Directors must nominate auditors, who are not members of FMC, for appointment at the Annual General Meeting. No director, employee or contractor of FMC may serve as auditor for FMC. The auditor may attend the Annual General Meeting;
- j) The Directors must ensure that all necessary books and records of FMC required by the By-Laws or an applicable statute or law are regularly and properly kept;
- k) The Directors may appoint honorary Directors who may attend meetings of the Directors. Honorary members will not be entitled to vote at such a meeting;
- l) The Director may appoint to or request from other organizations a non-voting liaison to the Directors.

ARTICLE V – OFFICERS

1. OFFICERS

- a) The officers of FMC shall be: The President, President-Elect, Secretary, Treasurer, Past President and any other officers as the Directors may determine. The President-Elect shall become the President upon completion of the term of the President. All officers must be directors of FMC;
- b) Any officer may be removed from office by a majority vote of the Directors;
- c) The term of office for each officer shall be one (1) year, except where an officer fills a vacancy and then the term shall be for the term of the vacancy. An officer may be elected subsequent terms, except for the President, President-Elect and Past-President for whom the term of office must be only one year subject to the following:
 - i) In the event a vacancy occurs in the office of President, then the President-Elect shall become President and will then serve as President for the term on the vacancy plus the next consecutive term.
 - ii) In the event a vacancy occurs in the office of the President-Elect, and there is a presiding President, the term of office of the President may be extended for one more term;
 - iii) In all other circumstances the Executive Committee shall select from its members a President to serve until the next Directors meeting when President can be duly elected
- d) Voting must be in accordance with section 5 of Article III.

2. DUTIES OF OFFICERS

- a) The President:
 - i) The President shall preside at all Directors, Executive Committee, General and Annual General Meeting of FMC and shall oversee the other officers in the execution of their duties;
 - ii) The President shall be responsible for:
 - A) overseeing the affairs of FMC;
 - B) administering government relations;
 - C) developing policy
 - D) establishing committees
 - E) communicating with members;
 - F) chairing meetings of the Executive Committee
 - G) fulfilling any other duties prescribed by the Directors
- b) The President-Elect shall carry out the duties of the President when the President is unable. The President-Elect shall be responsible for:
 - i) chairing at least one Standing Committee;
 - ii) fulfilling any other duties prescribed by the Directors or President;
- c) The Secretary shall be responsible for:
 - i) issuing notices of meetings;
 - ii) keeping minutes of all meetings;
 - iii) having custody of all records;

- iv) having custody of the common Seal;
 - v) maintaining the register of members;
 - vi) fulfilling any other duties prescribed by the Directors or President;
- d) The Treasurer shall be responsible for:
- i) keeping financial records, including books of account necessary to comply with the By-Laws, and any statutes or laws governing the operations of FMC;
 - ii) rendering financial statements to the Directors, members, and others when required;
 - iii) disbursing the funds of FMC as directed by the Directors and receiving proper vouchers for such disbursements;
 - iv) fulfilling any other duties prescribed by the Directors or President;
- e) The Past-President shall be responsible for:
- i) chairing the Nominating Committee;
 - ii) fulfilling any other duties prescribed by the Directors or President;
- f) In the absence of the Secretary from a meeting, the President or Chairperson, if not the President, shall appoint another person to act as Secretary at the meeting;
- g) No person shall hold more than one office at any given time.

ARTICLE VI – COMMITTEES

1. EXECUTIVE COMMITTEE

- a) There shall be an Executive Committee consisting of the officers of FMC and two other Directors as members without portfolio;
- b) The two other Directors of the Executive Committee will have no specific assigned function except that of voting member. These members may be assigned additional responsibilities by the President;
- c) The Executive Committee must assume such duties, powers and responsibilities as the Directors may assign other than those normally invested in the Directors or membership;
- d) The Executive Committee may act for the Directors and perform its duties between Annual General Meetings or General Meetings;
- e) The meetings of the Executive Committee will be held at the call of the President or at the request of any two (2) members of the Executive Committee;
- f) A simple majority of the Executive Committee shall constitute a quorum for transaction of all business;
- g) Voting shall be in accordance with section 5 of Article III.

2. STANDING COMMITTEES

- a) The Standing Committees shall consist of:
 - i) Finance
 - ii) Nomination
 - iii) Governance
 - iv) Education
 - v) Membership
 - vi) Conference
 - vii) Ethics
 - viii) Awards
- b) Chairpersons of Standing Committees must be Directors.

3. NOMINATION COMMITTEE

- a) The Nomination Committee, chaired by the Past-President, shall be comprised of the Past-President and four other members of FMC appointed by the President. At least two of the Committee shall not be Directors. The five members shall be from each of the five Regions of Canada as follows:
 - i) Regions I – British Columbia and Yukon;
 - ii) Regions II – Alberta, Saskatchewan, Manitoba, Northwest Territories and **Nunavut**;
 - iii) Region III – Ontario;

- iv) Region IV – Quebec;
- v) Region V – New Brunswick, Newfoundland, Nova Scotia and Prince Edward Island;
- b) The Past-President must represent a Region as well as chairing this Committee. If the Past-President is unable to chair this Committee, then the President shall be the Chairperson;
- c) The Nomination Committee shall be responsible for:
 - i) Nominating candidates to stand for Directors;
 - ii) Nominating candidates for officers;
 - iii) Implementing procedures for selection of candidates including but not limited to ensuring a notice is included in each RESOLVE issue preceding the Annual General Meeting inviting suggestions for Directors and officer candidates from any member, provided such member is in good standing and the candidate consents in writing to the suggestion;
- d) Further nominations may be received from the floor at the Annual General Meeting.

ARTICLE VII – FINANCE

1. FISCAL YEAR

- a) The fiscal year end of FMC shall be March 31st of each year.

2. BORROWING

- a) FMC may only authorize borrowing upon the approval of the Directors;
- b) The members may, by special resolution, restrict the borrowing powers of the Directors. The restriction expires at the next Annual General Meeting.

3. INDEMNIFICATION.

- a) FMC, according to its policy, must assume responsibility for liabilities incurred by any officer or Director in the course of their service to FMC. The Directors must adopt a policy setting the circumstances in which, and the extent to which FMC will assume responsibility;
- b) FMC must purchase, and maintain in good standing, liability Insurance to protect itself and the officers and Directors from claims arising in the course of their service to FMC.

ARTICLE VIII – SIGNING AUTHORITY

- 1. The Directors may provide for a common Seal for FMC and may destroy a seal and substitute a new seal in its place;
- 2. The common Seal shall be used only when authorized by a resolution of the Directors and then only in the presence of the persons named in the resolution. If no one is named, then the Seal be used in the presence of the President and Secretary or President and Treasurer;
- 3. Any document requiring the signature of FMC must be signed by any two officers or the Executive Director and one officer upon a resolution of the Directors. The Directors may determine which officers are to sign specific documents. The Directors may appoint individuals on behalf of FMC to sign specific documents, contracts, and instruments in writing. The Directors may also give FMC's Power of Attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds, or other securities of FMC;
- 4. Any documents requiring the Seal of FMC may be affixed when signed in accordance with this Article;
- 5. Any properly signed document is binding on FMC without further authorization or formality;
- 6. The common Seal must be held in safe-keeping.

ARTICLE IX – PARLIAMENTARY AUTHORITY

- 1. FMC may make or adopt rules of order not inconsistent with these By-Laws;
- 2. The rules contained in the Modern Edition of Robert's Rules of Order shall govern FMC in all cases where Robert's Rules are not inconsistent with these By-Laws and any rules of order FMC may make or adopt.

ARTICLE X – EFFECTIVE DATE

- 1. These By-Laws come into effect immediately upon ratification by an affirmative vote of at least

two thirds (2/3) of the members at a meeting duly called for the purpose of considering these By-Laws, provided that the enactment of these By-Laws must not be enforced nor acted upon until approval by the Minister where FMC is registered;

2. Any Directors currently serving a term on implementation of these By-Laws may complete their current term and thereafter are subject to the provisions of these By-Laws.

ARTICLE XI – AMENDMENTS

1. These By-Laws may be repealed or amended by a By-Law enacted by a special resolution ratified by a majority of the Directors at a meeting of the Directors and thereafter ratified at any General Meeting or Annual Meeting of FMC by two-thirds (2/3) of the members present, provided that a copy of the special resolution has been mailed to all members at least sixty (60) days in advance of the Meeting;
2. Any member may propose an amendment;
3. A By-Law repealed or amended, shall have no force and effect nor be acted upon enforced nor acted upon until approved by the Minister where FMC is registered.

ARTICLE XII – DISSOLUTION

If FMC dissolves, whatever funds and assets remain after it has satisfied its debts and liabilities will be given or transferred as follows;

1. To one or more other organizations promoting comparable purposes as FMC, to be chosen by FMC's members at the time of dissolution; or
2. Some other registered charity recognized as such by the Canadian Department of National Revenue or its successor at that time.
3. The selection shall be made by a vote of the majority of the eligible members voting.

ARTICLE XIII – REPEAL

These By-Laws repeal and replace entirely the By-Laws dated the 5th day of November 1984. THESE REPLACEMENT BY-LAWS DONE, PASSED AND ENACTED this 22nd day of October 1999.

President

Secretary