

# Family Mediation Canada By-Laws

(Amended November 15, 2008)

## **ARTICLE I - INTERPRETATION**

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

- a) "FMC" Family Mediation Canada;
- b) "Corporation" the Corporate entity known as FMC;
- c) "Directors" the Board of Directors;
- d) "Affiliates" organizations within a specific region having a membership with similar objectives as FMC, which have entered into a formal agreement with FMC thus have the ability to appoint a director to FMC;
  
- e) "meetings":
  - i) "Annual General Meeting" a convention of the members held once annually;
  - ii) "General Meeting" a meeting of the members other than the AGM.
  
- f) "Notice" in writing and delivered by posted mail, facsimile or electronic mail or as otherwise published;
  
- g) "Notice period" is **ten (10) days, and if by postal mail five (5) additional days.**
  
- h) "Past President" the person, other than the sitting President, who most recently held the office of President;
  
- i) "Year period" a one-year period calculated from the last election of Directors at an Annual General Meeting;
  
- k) Singular words include the plural;
  
- l) "Good standing" any person whose membership fees are paid and their membership has not been terminated;
  
- m) 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;

2. CATEGORIES OF MEMBERSHIP

- a) Individual;
- b) Organizational;

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 in **good standing** have the right to attend, speak and vote at all meetings of the general membership. .

- b) They have the right to stand for election to the Board of Directors.
- c) Affiliates 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 not stand for election as a Director, and continue to represent an Affiliate.
- d) Members have the right to attend the AGM by teleconference.

#### 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.
- b) Membership dues or fees are not refundable.

#### 6. TERMINATION 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 said Meeting before the motion is put to the vote and the item is on the advance agenda. Further a copy of said agenda shall be sent to the member in question.

#### 7. TRANSFER OF MEMBERSHIP

- a) Membership is not transferable.

### ARTICLE III – MEETING OF MEMBERS

#### 1. NOTICE OF MEETING

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

#### 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 Article III section 1.
- 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;
  - v) Any other reports necessary for clarification of FMC's previous year.

#### 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 Article III section 1. The President 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 an equal number of voting members who are not current Directors. 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 ten (10) 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.
- b) Voting may be a show of hands or by voice. Every member in good standing 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 breaking a tie vote;

#### d) EMAIL VOTING

- 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.
  - iii) 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.
  - iv) 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).
  - v) 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.
  - vi) 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.
- e) Voting by proxy is not allowed.

### 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 Affiliate; and
  - ii) Not more than two (2) Members-at-Large elected from each Province or Territory/Region.
- 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) A Director's term of office shall be two (2) years.
- b) 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 one (1) year period has lapsed
- c) Director's appointed by an Affiliate may only serve two (2) consecutive terms and may not be reappointed until a one (1) year period has lapsed;
- d) Time served as President-Elect, Past-President or President shall not be included in the computation of time served as a Director;
- e) If a Director's position is vacant for any reason, the Executive Committee may appoint a member to complete the remainder of that Director's term.
- f) A Director may be impeached if a motion is duly presented and passed by  $\frac{3}{4}$  of the Board of Directors.
- g) A Director who fails to attend three (3) consecutive meetings without cause is automatically removed from the Board of Directors.

## 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 ten (10) 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 Article III, section 5;
- c) A motion proposed at a meeting must be seconded in order for it to be recognized (as per Robert's Rules of Order).

## 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 reimbursement of reasonable expenses incurred by Directors;
- c) Under extraordinary circumstances a Director may serve FMC in another capacity and receive remuneration subject to the approval of the Directors and the Executive Committee

## 5. POWER OF THE DIRECTORS

- a) The Directors may decide 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 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;
- g) 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 creating 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;
- h) 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;
- i) 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;
- j) [Director's attendance at meetings will be monitored by the Chairperson, with concerns to be brought forward to the Board for resolution.](#)

## 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. All officers must be directors of FMC.](#)
- b) [The President must be selected from one of the elected Directors of FMC.](#)
- c) [The term of office for the President, shall be two \(2\)years subject to the following:](#)
  - i) [In the event a vacancy occurs in the office of the President, then the President- Elect shall become the President and will then serve as the President for the term of 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 or part thereof;](#)
  - iii) [In all other circumstances the Executive Committee shall select from its members a President to serve until the next Directors meeting when a President can be duly elected.](#)
- d) [All officers are elected by the Board of Directors by a majority vote.](#)
- e) [The term of office for each officer shall be one \(1\) year, except for the Presidency.](#)
- f) [Where an officer fills a vacancy then the term shall be for the term of the vacancy.](#)
- g) [An officer may be elected for subsequent terms.](#)
- h) [Any officer may be removed from office by a ¾ majority vote of the Directors;](#)
- i) [The President-Elect shall become the President upon completion of the President's term.](#)
- j) [Voting must be in accordance with Article III, section 5.](#)

### 2. DUTIES OF OFFICERS

- a) [The President:](#)
  - i) [The President shall preside at all Board, Executive Committee, General and the Annual General Meeting of FMC and shall oversee the other officers and Directors in the execution of their duties as well as being the spokesperson for FMC;](#)
  - ii) [The President shall be responsible for:](#)
    - A) [overseeing the affairs of FMC;](#)
    - B) [administering government relations;](#)

- C) developing policy;
- D) establishing committees;
- E) fulfilling any other duties prescribed by the Directors;
- F) In the absence of the Secretary, the President shall appoint another person to act as Secretary at the meeting.

- b) 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;
- b) for carrying out the duties of the of the President when the President is unable.

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 b the Directors or President;

- c) The Treasurer shall be responsible for:
  - i) keeping financial records, including books of account necessary to comply with the By-Laws, and any statues or laws governing the operations of FMC;
  - ii) rendering financial statements to the Directors, members, and others when required and being available to the AGM;
  - iii) disbursing the funds of FMC as directed by the Directors and receiving proper vouchers for such disbursements;
  - iv) preparing the annual budget;
  - v) fulfilling any other duties prescribed by the Directors or President;
  - vi)
- d) The Past-President shall be responsible for:
  - i) carrying out the duties of the President, if the President is unable;
  - ii) chairing the Nomination Committee;
  - iii) fulfilling any other duties prescribed by the Directors or President;
- e) 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 as per Article V, section 1a;b) The 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 Board meetings, the Annual General Meeting 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 Article III, section 5.

### **2. STANDING COMMITTEES**

- a) The Standing Committees shall consist of:

- i) Finance
  - ii) Nomination
  - iii) Governance
  - iv) Education
  - v) Membership
  - vi) Certification
  - 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.. 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 the RESOLVE issue preceding the Annual General Meeting, as well as notification by email, inviting suggestions for Directors from the membership, and the candidate consents in writing to the suggestion;
- d) [All nominations must be received at least ten \(10\) days before the Annual General Meeting.](#)

## **ARTICLE VII – FINANCE**

1. **FISCAL YEAR**
- a) The fiscal year end of FMC shall be March 31<sup>st</sup> 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 may 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 on 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;

#### **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; or, 2. Some other registered charity recognized as such by the Canada Revenue Agency or its successor at that time.
3. The selection shall be made by a majority vote of the Board of Directors.

#### **ARTICLE XIII – REPEAL**

These By-Laws repeal and replace entirely the By-Laws dated the 22<sup>nd</sup> day of October 1999. THESE REPLACEMENT BY-LAWS DONE, PASSED AND ENACTED this 15th day of November 2008

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President

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Secretary

- The Governance Policies of FMC provide daily operations and implementation of the above By-laws.