

PROPOSED MODIFICATIONS TO BYLAWS

Proposition 1

Current Article

(in Section VI – General Meetings of Members)

Article 34 - Quorum

A quorum for the Annual General Meeting will consist of one tenth (1/10) of the Active Members in good standing according to the Association's records.

Proposed Modification

(in Section VI – General Meetings of Members)

Article 34 - Quorum

A quorum for the Annual General Meeting will consist of **one twentieth (1/20)** of the Active Members in good standing according to the Association's records.

Rationale

Since the total number of members of the Association is growing from year to year, but the number of members attending the Annual General Meeting appears to have stalled, it is preferable to reduce the quorum before it is no longer attainable, and, consequently, before it is no longer possible to change the aforementioned provision (or any other provision of the Association Bylaws).

Proposed by: Jérôme Archambault

2019-03-25

Proposition 2

Annual General Meeting

2018-2019



Current Article

(in Section IV – Board of Directors)

Article 24 - Quorum and Vote

Quorum will consist of half of the Directors in office, plus one (1). If this number is a fraction, the lower number will prevail.

At any Board meeting, decisions are made by majority vote. In the event of a tie, the meeting Chairperson will have the tie-breaking vote.

Proposed Modification

(in Section IV – Board of Directors)

Article 24 - Quorum and Vote

Quorum will consist of half of the Directors in office, plus one (1). If this number is a fraction, the lower number will prevail.

At any Board meeting, decisions are made by majority vote. In the event of a tie, the meeting Chairperson will have the tie-breaking vote.

Administrators are considered to have attended meetings whether they are present in person, by telephone, by video call, or by any other means allowing communication between all participants.

Rationale

Since the Board of Directors of the Association is notably required to include members from outside the Montreal region, it would be advisable to formally allow administrators to participate in meetings through various means of communication. Facilitating administrator participation would reduce the risk of not reaching quorum.

Proposed by: Shamron Spence

2019-03-29



Proposition 3

Current Articles

(in Section IV – Board of Directors)

Article 12 – Composition

a) The Board of Directors (also referred to as “the Board”) will be composed of nine (9) Directors, five (5) of whom will also hold the position of Officer. [...]

(in Section V – Officers)

Article 26 – Appointment of Officers

Subject to the Loi sur les compagnies and the By-Laws of the Association, the Board will annually elect a President, a Vice-President for Internal Affairs, a Vice-President for External Affairs, a Secretary, and a Treasurer. A person may hold only one position. [...]

Article 29 – Vice-Presidents

Vice-President for Internal Affairs

The Vice-President for Internal Affairs will be granted all the powers and will assume all the duties of the President in the event of his or her absence, incapacity or refusal to act. The Vice-President for Internal Affairs exercises the powers and performs the duties that the Board may assign to him or her by resolution at any time.

In collaboration with the President, the Vice-President for Internal Affairs will:

1. Be the liaison between the Board of Directors, the employees and the staff (responsible for recruitment, evaluation, and monitoring) and is responsible for implementing the hiring and management policies of the Association’s human resources.
2. Be responsible for overseeing good governance of the Association as well as membership relations (recruitment, settling disputes, etc.).
3. Facilitate coordination of the work done by committees and working groups



within the Association.

4. Assume all responsibility related to the mandates that the Board may assign by resolution.

The Vice-President for Internal Affairs will sign all documents requiring his or her signature.

Vice-President for External Affairs

The Vice-President for External Affairs will be given all the powers and will assume all the duties of the President and Vice-President for Internal Affairs in the event of their absence, incapacity or refusal to act.

In collaboration with the President, the Vice-President for External Affairs will:

1. Be responsible for relationships the Association holds with outside bodies (partner associations, community groups, government decision makers, etc.).
2. Be responsible for mobilizing and implementing strategies developed by the Association so as to respond quickly in the event of an urgent or unforeseen event affecting the Association and its projects.
3. Facilitate coordination of the work done by committees and working groups outside the Association.
4. Assume all responsibilities related to the mandates that the Board may assign by resolution.

The Vice-President for External Affairs will sign any documents requiring his or her signature.

Proposed Modifications

(in Section IV – Board of Directors)

Article 12 - Composition

- a) The Board of Directors (also referred to as “the Board”) will be composed of nine



(9) Directors, **at least four (4)** of whom will also hold the position of Officer. [...]

(in Section V – Officers)

Article 26 – Appointment of Officers

Subject to the *Loi sur les compagnies* and the By-Laws of the Association, the Board will annually elect a President, a **Vice-President**, a Secretary, and a Treasurer. A person may hold only one position. [...]

Article 29 – Vice-President

The **Vice-President** will be granted all the powers and will assume all the duties of the President in the event of his or her absence, incapacity or refusal to act. The **Vice-President** exercises the powers and performs the duties that the Board may assign to him or her by resolution at any time.

In collaboration with the President, the **Vice-President** will:

- 1. Be responsible for relationships the Association holds with outside bodies (partner associations, community groups, government decision makers, etc.).**
- 2. Be responsible for mobilizing and implementing strategies developed by the Association so as to respond quickly in the event of an urgent or unforeseen event affecting the Association and its projects.**
- 3. Be the liaison between the Board of Directors, the employees and the staff (responsible for recruitment, evaluation, and monitoring) and be responsible for implementing the hiring and management policies of the Association’s human resources.**
- 4. Be responsible for overseeing good governance of the Association as well as membership relations (recruitment, settling disputes, etc.).**
- 5. Facilitate coordination of the work done by committees and working groups outside the Association.**
- 6. Assume all responsibilities related to the mandates that the Board may assign by resolution.**



The Vice-President will sign any documents requiring his or her signature.

Rationale

The changes would consist of combining the posts of Vice-President for Internal Affairs and Vice-President for External Affairs, as well as their respective tasks. This modification would mitigate the difficulty of fulfilling all the Officer posts in the Board of Directors while remaining compliant to the legal requirements of the *Loi sur les compagnies*.

Proposed by: Shamron Spence

2019-03-29

Please note that other changes to the Bylaws not mentioned in this document will be proposed at the Annual General Meeting. However, these propositions will relate to smaller modifications, affecting the format of the text more than its substance. Of course, AQEIPS members will be able to vote on all propositions brought up at the meeting, whether or not they are included in the present document.

