

## **1. NAME**

The association is called “Multicultural Association Chaleur Region Inc.” The acronym of the organization is MACR.

## **2. STATUS**

The Association is a not-for-profit corporation. The letters patent were issued by virtue of the *Laws regulating companies in the province of New Brunswick*, December 23, 2008, reference number 641798.

## **3. GOALS AND OBJECTIVES**

3.1: Facilitate contacts and communication between persons of various cultural backgrounds.

3.2: Promote harmonious relationships between cultural groups and individuals.

3.3: Provide information and help to newcomers in the community.

3.4: Raise public awareness and promote acceptance of multiculturalism by organizing workshops, seminars, conferences, festivals and educational programs.

## **4. HEAD OFFICE**

The head office of the association is situated at

645 Murray Avenue, suite 1, Bathurst, N-B, E2A 1T9

## **5. SEAL AND LOGO**

The society possesses an official seal whose image is apposed in the margin. The seal can only be used by the signatory administrators and the authorized persons.

## **6. MEMBERSHIP**

### **6.1 Member Status**

Any individual sharing the goals and objectives of the association may become a member. Any person will have the status of member when they have completed the membership form and paid the membership fees.

### **6.2 The membership fee and revision**

The annual amount of the membership fee is 25\$. The amount can be revised by the board of directors but will have to be validated by at least 2/3 of the voting members at the Annual General Meeting.

### **6.3: Destitution of a member**

The board of directors will have the right to destitute any individual for non-payment of the membership fee or for conduct unbecoming for non-respect of the goals and objectives of the Association. But before his destitution the member will have the right to be heard by the board to defend his cause. The board of directors will then have to motivate their decision.

## **7. Board of Directors**

### **7.1 Eligibility**

Any member of the MACR who is over 19 years old at the time of the election will be eligible to any position for the board of directors if he presented his application seven (7) days before the annual meeting.

The staff members and immediate family of the first degree (parents, spouse and children) can't become a member of the board of directors.

## **7.2 Elections**

The members of the board of directors will be elected at the Annual General Meeting. They will be chosen among a list of candidates presented by the board of directors, in the interest of professionalism and of the MACR.

Any member of the MACR interested in being part of the board of directors will have to send a letter of intention to the selection committee. His nomination will have to be supported by a member of MACR.

The selection committee will be composed of three (3) members and will be selected 35 days before the annual meeting. The appeal for candidates will be done 30 days before the annual meeting. This process will not exclude a member of presenting his application on the floor at the Annual General Meeting.

## **7.3 Constitution and mandate**

The board of directors will be constituted of 10 members: the immediate past president and 9 members elected at the Annual General Meeting.

The members of the board will be elected for a 3 year mandate, renewable once.

Immediately after the Annual General Meeting the board of directors newly elected will have to choose a president.

All the other positions will be the vice-presidency, a treasurer and a secretary they will be chosen at the first board of directors meeting. These positions will be redistributed each year after the Annual General Meeting.

## **7.4 Renewal**

During the first year or after the dissolution of the board of directors, three members will be elected for a period of one year; three members for a period of two years and three members for a period of three years.

The renewal will be thereafter done by 1/3 each year. The mandate of the elected members will be a term of three years and will be renewable once.

However, if for a year, there are more than three members to be replaced, the decision will be at the discretion of the board of directors at their first meeting after the Annual General Meeting to choose the duration of the mandate of the newly elected members.

## **7.5 Destitution, vacancy or resignation of a member of the board of directors.**

### **7.5.1 Destitution**

A member of the board of directors can be destitute of his functions after a resolution adopted by 2/3 of the voting members of the board of directors at a convened meeting.

A written notice with the intention to propose this type of resolution has to be signified to the board members at the same time of the convocation of this meeting.

A destitution may be the object of any member of the board that:

- Was absent for at least 3 meetings without justifiable motive;
- Had a contrary behavior of the goals, objectives and interest of the organization or acts to discredit the organization in the eyes of the public.

### **7.5.2 Vacancy on the board of directors**

Should there be a vacancy; the remaining members of the board shall have the power to fill this vacancy by a person who, according to their judgment, can best serve the interests of the association.

This person newly nominated will sit until the next Annual General Meeting.

### **7.5.3 Resignation**

Any members of the board of directors can give his resignation at any time and address his letter of demission to the president of the board of directors.

This member sitting as president will advise the members of the board by e-mail of the decision of the member.

## **7.6 The board of directors meetings**

The board must meet a minimum of once every three months excluding the month of July and August.

The convocation of the board of directors meetings will be notified by e-mail at least 7 days before the date of the meeting, and an order of the day will be accompanied along with any documentation which relates to the meeting to ensure a decision will be well made at the meeting.

The quorum at a meeting will be attained if 5 members are present.

All members of the board of directors will have a right of vote, with the exception of the president. In case of equality of the voices for any question that is the mandate of the board of directors, the president will have the final decision.

At each meeting of the board of directors, minutes will be established. The minutes must be clear, concise, and impartial and will have to restate faithfully the nature of the deliberations which have led to the decisions. To this regard, the minutes must include this:

- The name of the meeting or the committee
- The date, the time and place of the meeting
- A statement of presence and absence of the members of the board
- A résumé of the highlights of the discussion of each subject of the order of the day
- The proposals including the proposer and the member who seconds the proposal
- The time of the adjournment of the meeting

An exemplary of each document must be attached to the official copy of the minutes for archiving.

The minutes of each meeting will be presented and approved at the next meeting of the board of directors. If there are some errors they will be recorded in the new minutes and the modifications will be noted on the said minutes.

The decisions taken at the meetings will be recorded in a list of reminders in the minutes and will comporting these elements: date of the meetings; propositions and measures or actions to be taken to insure a following of these decisions; the name of the person or committee

responsible for each actions; the date that the action must be executed by and must have an object of a report.

## **7.7 Board of Directors role**

The Board of Directors is the higher authority of the MACR and will insure the execution of its mandate, the decisions and the instructions given at the General Annual Meeting. The board assumes specifically but not exhaustively these responsibilities:

- 1) The board of directors will convene the members in an annual general or an extraordinary meeting if the situation is required;
- 2) The board will ensure that the president's report, the report of the general direction, the verified financial statements, the amendments or the revised rules and regulations be presented at the Annual General Meeting.
- 3) It will insure the general oversight of the MACR and will insure that the decisions respect the vision, the mandate, objectives and the strategic plan of the MACR.
- 4) It will oversee the hiring and the annual appreciation evaluation of the performance of the general direction to which it delegates the current affairs of the MACR. It also has the possibility to demote the general direction of its function in the interest of the MACR.
- 5) It will only oversee its role as members of board of directors of the association and will not intrude itself in the daily tasks of the MACR. To his end, for organizational purposes the board of directions will give guidelines (orientations, priorities, programs, services budgets) and not how these will be implemented or managed, but can interfere if it find the latter not acceptable.
- 6) It will insure that the reputation of the organization is always in good standing with the general population; its financial viability in managing the risks in a careful and responsible matter; in establishing and maintaining adequate mechanisms of the financial control of MACR.
- 7) It will establish study and working committees on a permanent basis or ad hoc as required for maintaining a good administration of the organization.
- 8) It will analyse the files and can submit recommendations at the Annual General Meeting.
- 9) It supervises the operations, finances and implantation of the programs at MACR.
- 10) It will support, advise and validate the general direction in the daily business management, establishing strategies and approaches related to the files of the MACR.
- 11) It will assure continuity on the business plan in case of resignation or prolonged absence of the general direction;

## **7.8 Officers roles**

### **7.8.1 Role of the presidency**

The person who has the role of president represents the MACR and will be the spokesperson of the MACR with the private and public bodies.

Will give a follow up to the board of directors of different developments of committees or all other commissions that could affect the business of the MACR.

He is the signatory on all official documents of MACR.

He will be responsible to preside all the meetings of the board of directors, and all the meetings that the board of directors will give the mandate to preside.

The presidency of MACR has the ability to decide on all questions in case of a tie of the voices at the meeting of the board of directors.

### **7.8.2 Role of the vice presidency**

The vice-president is responsible of replacing the president in case of absenteeism or inability for him to fulfill his role.

Represent the MACR at the commissions or committees that the board entrusted to him.

In case of dismissal of the presidency, the vice-presidency will assume his role until the next Annual General Meeting.

Has the any other power or authority assigned by the board.

### **7.8.3 Role of the treasurer**

He will study the annual projected budget and the trimestral income statements before it is presented at the members of board.

He will make sure of a sound financial management of the organization and present a financial statement to the members of the board at each meeting. He will do recommendations to the board if necessary.

He has the ability to sign the verified financial income statements once they are adopted by the board and will propose the nomination of the auditors at the general annual meeting.

#### **7.8.4 Role of the secretary**

He has to prepare the agenda for the meetings of the board of directors and all the other meetings asked by the members of board.

He has to note all the minutes of the reunions of the board of directors and is responsible for their retention.

### **8. THE ANNUAL GENERAL MEETING**

The general direction is responsible to convene and supervise the organisation of the Annual General Meeting. He will have to communicate the agenda of the meeting to the president before sending it to the members of MACR.

He must make sure the members receive in the prescribed delays all documentation necessary for them to participate fully and take an informed and enlightened decision.

The MACR have to call an annual general meeting of its members once a year, preferably in October of each year.

#### **8.1 Powers**

The MACR Annual General Meeting has the powers to:

-Determine the policy guidelines of MACR in adopting:

    The strategic plans presented by the board of directors

    The mission, vision, mandate and objectives of MACR

-Receives the presidency reports and the general direction report containing the main achievements of the year.

-Ratify the verified financial statements of the last year

-On recommendation of the treasurer to name the external auditors

-Elect the members of the board of directors

## **8.2 Convocation**

The convocation of the annual general meeting will be signed by the presidency and sent at least twenty days (20) before the date of the Annual General Meeting.

The notice of convocation must say where the meeting will be held, the date, the time of the meeting, the agenda, the draft amendments to be passed or the revision of the rules and regulations.

## **8.3 Agenda**

At this annual general meeting, the agenda must include these items:

-Opening of the meeting

-Election of the meeting president and the meeting secretary

-Reading and adoption of the agenda

-Reading and adoption of the minutes of last year's meeting

-Presentation of the members of the board of directors of this past year

-Reading and filing of the president's annual report

-Reading and filing of the general director's annual report

-Reading and adoption of the verified financial reports

-Choosing of the accounting firm on recommendation of the treasurer of the board of directors

-Reading and adoption of the next annual program and the budget forecast

-Election of the administrators (if an election is needed)

-Modification of the rules and regulations

-Adjournment of the meeting

#### **8.4 Quorum**

The quorum of an Annual General Meeting is 50% of the members plus one or twenty (20) members, taking in account of the smallest number of members attending. The staff members are counted for the quorum.

If the quorum is not met, the meeting is adjourned and reported within the following 30 days.

#### **8.5 Proposals**

The formulation of proposals can be given by any member. They must be supported by another member and be judged receivable before being proposed to the assembly.

#### **8.6 The voting members**

To be considered as a voting member, any member having the status of member as define in the article 6.1 of this document and must be registered member 10 days before the annual general meeting of the MACR.

The staff members will not dispose of voting rights at the Annual General Meeting.

#### **8.7 The vote**

All decisions are taken by hand raised votes unless 5 members of the assembly ask for a secret ballot or the president of the meeting does not himself decide to proceed to a hand held vote.

The submitted proposals to a vote are either adopted or rejected to the majority of 2/3 voting members.

Vote by proxy is not accepted.

In case of an equality of voices, the president of the meeting can exercise a preponderant right of vote.

## **8.8 Elections and ballot**

Only a member in good standing with the MACR can propose an application to be a member of the board of directors.

The nomination of an absent candidate can be received if he accepted to be proposed as a candidate.

When the elections are held, the candidate is presented by a member of the assembly.

If the ballot has more candidates than positions on the board to be filled, the president of the meeting chooses 2 neutral persons as scrutineers. The scrutineers have for function to distribute the ballot papers, to collect them, to open and count them and report the results to the president of the meeting who will then declare the results.

Robert's Rules of Order ([www.robertsrules.org](http://www.robertsrules.org)) will be applied all questions on rules of order and parliamentary law not defined by the rules regulations.