



HELP OUR STUDENTS (HOST) PROGRAM CONSTITUTION

Article 1 – Preamble

1.1 The Organization

The English name of the organization is the Help Our Students Program, which may also be known as the HOST Program. The French name of the organization is Programme Aidez Nos Étudiants, which may also be known as Programme ANET.

Article 2 – Definitions

2.1 Definitions

In this Constitution, the following words have these meanings.

- 2.1.1 *AGM* means Annual General Meeting.
- 2.1.2 *Board* means the Board of Directors of this Organization.
- 2.1.3 *Director* means any person elected or appointed to the Board. This includes the President.
- 2.1.4 *General Meeting* means a meeting of the Members of the Organization.
- 2.1.5 *Member* means a Member of the Organization.
- 2.1.6 *Participating School* means a youth high school that has agreed to participate in the activities of the Organization.
- 2.1.7 *Recipient* means a student selected by the Organization to receive financial support.

2.2 Interpretations

The following rules of interpretation must be applied in interpreting this Constitution.

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Masculine and Feminine: words indicating the masculine also include the feminine, and vice-versa.

Article 3 – Object of the Organization

- 3.1 The object of the Organization is to relieve poverty by providing financial assistance to needy students to help them graduate high school.
- 3.2 The Organization shall be carried on without purpose of gain for its members, and any profits or other gains to the Organization shall be used in promoting its object.

Article 4 – Membership

4.1 Member

To become a Member a person must:

- a. pay the membership fee set by the Board, or
 - b. make a donation equal to or greater than the amount set by the Board.
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4.2 Rights and Privileges of Members

A Member is entitled to:

- a. receive notice of General Meetings;
- b. attend any General Meeting;
- c. speak at any General Meeting;
- d. cast one vote on any motion submitted to a vote of the Members.

4.3 Deemed Withdrawal

If a Member has not paid the membership fee within three (3) months following the expiration of his membership term, the Member is considered to have submitted his resignation on the date of the expiry of his membership term.

4.4 Expulsion

The Organization may, by resolution at a meeting, expel any Member for any cause which is deemed sufficient in the interests of the Organization. This decision is final.

4.5 Transmission of Membership

No right or privilege is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Organization.

4.6 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Organization.

Article 5 – Meetings of the Organization

5.1 The Annual General Meeting

- 5.1.1 The Organization holds its AGM no later than November 30 of each calendar year, in Ottawa, Ontario. The Board sets the place, day, and time of the meeting.
- 5.1.2 At the inaugural AGM, a person who has made a donation since 1 February 2010 is deemed to be a member for that meeting.
- 5.1.3 The President mails, emails or delivers a notice to each Member at least twenty-one (21) days before the AGM. This notice states the place, date and time of the AGM, and any business requiring a resolution.
- 5.1.4 The AGM deals with the following matters:
 - a. adopting the agenda;
 - b. adopting the minutes of the last AGM;
 - c. considering the President's report;
 - d. reviewing the financial statements setting out the Organization's income, disbursements, assets and liabilities;
 - e. electing the President, if necessary;
 - f. electing the Directors;
 - g. considering matters specified in the meeting notice;
 - h. other specific motions that any members have given at least forty-eight (48) hours' notice of before the meeting is called.
- 5.1.5 Attendance by twenty (20) percent of the Members at the AGM is a quorum.
- 5.1.6 At the inaugural AGM, attendance by five (5) members is a quorum.

- 5.1.7 The President cancels the AGM if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled, at the President's discretion, within thirty (30) days following the date of the cancelled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.2 Presiding Officer

The President chairs every meeting of the Organization. The Vice-President chairs in the absence of the President.

5.3 Voting

- 5.3.1 Each Member has one (1) vote. A show of hands decides every vote. A ballot is used if at least five (5) Members request it.
- 5.3.2 The President has a second or casting vote in the case of a tie vote.
- 5.3.3 A Member may not vote by proxy.
- 5.3.4 A majority of votes of the Members present decides each issue and resolution.
- 5.3.5 The President decides, in good faith, any dispute on any vote. This decision is final.
- 5.3.6 No action taken at a meeting is invalid due to:
- accidental omission to give any notice to any Members;
 - any Member not receiving any notice; or
 - any error in any notice that does not affect the meaning.

Article 6 – Governance of the Organization

6.1 The Board of Directors

- 6.1.1 The Board governs and manages the affairs of the Organization.
- 6.1.2 The powers and duties of the Board include:
- promoting the object of the Organization;
 - promoting membership in the Organization;
 - maintaining and protecting the Organization's assets;
 - paying all expenses for operating and managing the Organization;
 - investing any extra monies;
 - making policies for managing and operating the Organization;
 - maintaining all accounts and financial records of the Organization;
 - without limiting the general responsibility of the Board, delegating its powers and duties to the President.
- 6.1.3 The Board consists of ~~five (5)~~ ten (10) Directors:
- The President, and
 - Nine (9) ~~Four (4)~~ Directors-at-large elected at the AGM from among the Members. *(Amended by Board of Directors on 26 March 2015)*
- 6.1.4 The Founder of the Organization, Mr. Richard Lussier, is the Founding President and shall remain in that position until his death or upon his resignation.
- 6.1.5 At the first AGM, the Members elect the following Directors:
- two (2) Directors, each serving a term that ends immediately prior to the fourth AGM ~~at the close of the third AGM~~ following the AGM at which these Directors were elected (i.e. a four-year term);

- b. two (2) Directors , each serving a term that ends immediately prior to the third AGM ~~at the close of the second AGM~~ following the AGM at which these Directors were elected (i.e. a three-year term.) *(Amended by Board of Directors on 26 March 2015)*
- 6.1.6 Nominations for election as Director are made by the Board and are included in the notice of the AGM. No other nominations may be made during an AGM. *(Added by Board of Directors on 26 March 2015)*
- 6.1.7 At the 2015 AGM, up to five (5) Directors may be elected in the following order of priority:
 - a. up to three (3) Directors whose term shall expire immediately prior to the November 2018 AGM (i.e. a three-year term);
 - b. one (1) Director whose term shall expire immediately prior to the November 2017 AGM (i.e. a two-year term);
 - c. one (1) Director whose term shall expire immediately prior to the November 2016 AGM (i.e. a one-year term). *(Added by Board of Directors on 26 March 2015)*
 - d. 6.1.8 In the event that fewer than five (5) Directors are elected at the 2015 AGM, additional elections may be made at subsequent AGMs, respecting the order of priority established in article 6.1.7. *(Added by Board of Directors on 26 March 2015)*
- 6.1.8 At subsequent AGMs, Directors are elected for a three-year term.
- 6.1.9 The Board holds at least two (2) meetings each year. The President calls the meetings. The President also calls a meeting if any three (3) Directors make a request in writing and state the business of the meeting.
- 6.1.10 Seven (7) days' notice by email is sent to each Board member. Board members may waive notice.
- 6.1.11 Three (3) Directors at least one of which is either the President or the Vice-President present at any Board meeting is a quorum.
- 6.1.12 Each Director has one (1) vote. The President has a second or casting vote in the case of a tie vote.
- 6.1.13 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. A Board member's agreement by email constitutes having signed the resolution.
- 6.2 Officers
 - 6.2.1 The Officers of the Organization are the President, the Vice-President and the Secretary.
 - 6.2.2 At its first meeting after the AGM, the Board elects from among the Directors all Officers except the President, for three (3) years; subsequent elections are for a three (3)-year term. The Officers hold office until re-elected or until a successor is elected.

6.3 Duties of the Officers of the Organization

6.3.1 The President:

- a. supervises the affairs of the Board;
- b. when present, chairs all meetings of the Organization and the Board of Directors;
- c. acts as the spokesperson for the Organization; and
- d. carries out other duties assigned by the Board.

6.3.2 The Vice-President:

- a. presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- b. replaces the President at various functions when asked to do so by the President or the Board; and
- c. carries out other duties assigned by the Board.

6.3.3 The Secretary:

- a. keeps accurate minutes of all meetings;
- b. maintains a record of names and addresses of all Members of the Organization;
- c. sends all notices of various meetings;
- d. collects and deposits annual fees;
- e. deposits all monies paid to the Organization in a chartered bank chosen by the Board;
- f. presents a detailed account of revenues and expenditures to the Board as requested;
- g. if requested by the Board, prepares and presents an audited statement of the financial position of the Organization to the AGM;
- h. files the annual return, changes in the directors of the Organization, amendments in the Constitution; and
- i. carries out other duties assigned by the Board.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office of the Organization is in Ottawa, Ontario.

7.2 The fiscal year of the Organization ends on June 30 of each year.

7.3 Any two Officers of the Board sign all cheques drawn on the monies of the Organization. The President makes electronic transfers to recipients and between bank accounts.

7.4 No Member, Director or Officer of the Organization receives any payment for his services as a Member, Director or Officer.

7.5 Reasonable expenses incurred while carrying out duties of the Organization may be reimbursed upon Board approval.

7.6 ~~All monies received by the Organization are reserved for distribution to recipients and may not be used to pay administrative expenses except:~~

- ~~a. donations made by a Director of the Board specifically to cover administrative expenses;~~
- ~~and~~
- ~~b. membership fees.~~

All monies received by the organization are reserved for distribution to recipients and may not be used to pay administrative expenses except:

- a. Donations made specifically to cover administrative expenses;
- b. Membership fees; and
- c. Interest income on the Organization's investments. *(Amended by Board of Directors on 7 May 2014 and ratified at Nov 2014 AGM)*

Article 8 – Effective Date

8.1 The Constitution of the Organization takes effect on 1 May 2013.

Article 9 – Amending the Constitution

- 9.1 This Constitution may be cancelled, altered or added to by a resolution at any General Meeting.
- 9.2 The twenty-one (21) days' notice of the AGM must include details of the proposed resolution to change the Constitution.
- 9.3 The Board of Directors may alter or add to the Constitution subject to ratification at the next AGM. Rejection of such alteration or addition at the next AGM will not affect or negate any actions taken by the Board of Directors prior to the AGM.

Article 10 – Distributing Assets and Dissolving the Organization

- 10.1 The Organization does not pay any dividends or distribute its property among its Members.
- 10.2 Upon the dissolution of the Organization and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada).
- 10.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Organization.

Article 11 – Interim Appointments

- 11.1 Until the first AGM, the following persons are appointed as Directors:
 - a. Don S. Stephenson
 - b. Linda R. Lussier
 - c. Leanne Bergeron
 - d. Suzanne Donnelly
- 11.2 Until the first AGM, the following persons are appointed as Officers of the Organization:
 - a. Don. S. Stephenson – Vice-President;
 - b. Linda R. Lussier - Secretary

Article 12 - Approval

This Constitution has been approved by the five (5) interim Directors of the Organization.

Richard G. Lussier
President

Don S. Stephenson
Vice-President

Linda R. Lussier
Secretary

Suzanne Donnelly
Director

Leanne Bergeron
Director