

**POINT ST. CHARLES
COMMUNITY CLINIC**

**PROPOSED AMENDMENTS TO THE
BY-LAWS**

**PRESENTED FOR ADOPTION AT THE SPECIAL GENERAL
MEETING
JUNE 22, 2010**



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Chapter 1: Preamble

Objective of Preamble

The objective of this preamble is to serve as a guide for interpreting the Clinic's by-laws. It is a summary of the values and general principles underpinning the Clinic's organizational structure and actions. This description is neither restrictive nor limitative, but rather indicative in nature.

Origins

In 1968, a group of young graduates and students from McGill University got together with neighbourhood residents to found the Point St. Charles Community Clinic. Like other popular and community-based clinics of the period, the Clinic was a model that inspired the creation, in 1972, of the CLSC network.

Mission

The Clinic is a health agency controlled by the women and men in its community. Its mission is to organize preventive and curative services and organize together with community members around health issues with a view to improving their standard of health in the short and long term.

The Community Clinic is a community agency that has concluded agreements with the Ministère de la Santé to deliver direct services as a CLSC in the territory of Point St. Charles.

Community residents are responsible for making decisions about the Clinic's policies and services and ensuring that the Clinic meets the neighbourhood's health and social services needs. The Clinic's policies are driven by a central conviction: health is an essential social right and it is non-negotiable.

Values

At the Clinic, much effort is deployed to implement measures to ensure that every person's dignity and autonomy is respected. It is in this spirit of mutual respect that neighbourhood women and men join with the Clinic's employees to respond in the best possible way to the community's expressed needs.

The Clinic works within a popular education framework so that citizens can become empowered to deal with the issues around health care from individual, collective and community perspectives. The Clinic, within a solidarity and social justice framework, works to develop the capacities of people, on an individual and collective basis, to act upon their health and general life conditions. The Clinic also strives to demystify professional power and share knowledge between health practitioners and neighbourhood residents.

Collaboration, partnership and community support

Since 1968, the Clinic has worked closely with neighbourhood residents and agencies to unite and organize, defend residents' rights and create solutions to their individual and collective problems. There are numerous examples testifying to the Clinic's strong community roots, including its community-based participatory structure and its partnerships with community stakeholders to formulate and carry out projects. Throughout its history, the Clinic has helped to set up numerous resources and has always worked jointly with community groups to act directly on the social determinants of health¹, maintain a public health system, strive for equitable wealth sharing, urban development, accessibility to, and construction of social housing, food security and the defence and promotion of women's rights.

Citizen Management

Over the years, democratic management and community mobilization have ensured the success of the Clinic's interventions. One of the Clinic's fundamental principles is community participation and mobilization to improve living and health conditions and service quality. "An informed public that deliberates and participates in decision-making will choose objectives with a view to improving the community's quality of life, employing effective and often less expensive means to do so." (CONSEIL DE LA SANTÉ ET DU BIEN-ÊTRE, SEPTEMBER 2003. *L'ORGANISATION LOCALE ET LA RÉGIONALISATION DES SERVICES DE SANTÉ ET DES SERVICES SOCIAUX* [TRANSLATION])

A General Meeting composed of residents and an elected and accountable Board of directors allow for a consistent, multiple and diverse representation of the neighbourhood's interests and needs. Through their involvement in various work committees (hiring committee, neighbourhood relations committee, health action committee, etc.), residents commit, on a volunteer and solidarity basis, to ensuring that their Clinic reflects their diverse realities.

In the face of certain governmental directives that are frequently out of touch with realities on the ground, this form of community management enables the Clinic to stay on course and maintain the approaches and practices that are more suited to the neighbourhood.

¹ "The social determinants of health are the conditions in which people are born, grow, live, work and age, including the health system. These circumstances are shaped by the distribution of money, power and resources at global, national and local levels, which are themselves influenced by policy choices. The social determinants of health are mostly responsible for health inequities - the unfair and avoidable differences in health status seen within and between countries."

Closing the gap in a generation : Health equity through action on the social determinants of health.
Commission on Social Determinants of health – final report. World Health Organisation 2008.

Participatory Management

The Clinic's internal governance is rooted in a philosophy of participatory management. The goal of this participatory management philosophy is to promote the sharing of expertise so as to develop better means and strategies for achieving the Clinic's objectives. An important aspect of the Clinic's operation is the contribution of the specific expertise of employees who provide the services, deal with users day after day, and support the services as part of the work organization. It is a tradition of the Clinic to have employees on the various work committees and involve them in decisions concerning its mission and priorities.

Chapter 2: Definitions and General Provisions

2.1 Citizens of Point-St. Charles

All persons residing within the territory of Point St.Charles (see Article 2.7)

2.2. Non-profit organization

The Point St. Charles Community Clinic is a non-profit organization duly registered, as of July 2nd 1970, under the Third Part of the Companies Act of the Province of Quebec.

2.3 Financial Year

The financial year of the Clinic begins the first day of April of each year and ends the 31st of March of the following year.

2.4 Scope

These by-laws govern the operations of the organization and define its structure and relationships with its members.

2.5 Name and Head Office

The Point St. Charles Community Clinic was incorporated under letters patent, Libro C-31, Folio 8, July 28, 1970, in the name of Pointe St-Charles Community Clinic.

It is also known by the name Clinique communautaire de Pointe-Saint-Charles. The short form "the Clinic" or "PSCCC" may, when appropriate, also be valid.

Its **head office** is located at 500 Ash Avenue, Montréal, or in any other location the Board of directors designates within the neighbourhood of Point St. Charles.

2.6 Logo

The organization's official documents and publications are produced with a logo that has been duly adopted by the Board of directors.

2.7 Geographic Boundaries of Point St. Charles

- The Lachine Canal, to the north
- The limits of the borough of Verdun, to the west

- The St. Lawrence River, to the south
- The Peel Basin and the Bonaventure Expressway, to the east

2.8 Board of directors

The Board of directors as defined in chapter 6.

2.9 Employee

Any salaried person in the employ of the Clinic.

Chapter 3: Purposes

3.1 Purposes

The purposes for which the Point St. Charles Community Clinic was founded, as stipulated in the letters patent as of July 2nd, 1970, are the following:

- a) To promote, obtain and provide community health services;
- b) To establish, encourage and maintain community health clinics;
- c) To encourage and promote all legislation and other measures which would have the effect of helping members of the community attain a higher standard of health.

In French, the purposes read as follows:

- a) Faire la promotion, obtenir et dispenser des services de santé;
- b) Développer, promouvoir et maintenir des cliniques communautaires de santé;
- c) Promouvoir et soutenir toutes les politiques, mesures ou législations qui visent à améliorer les conditions de vie et de santé de la population.

3.2 Amendments to the Letters Patent

In conformity with the *Companies Act*, only the General Meeting may adopt a by-law to amend the letters patent of the organization. This by-law shall be adopted if it obtains two-thirds of the votes cast.

Chapter 4: Members

4.1 Member Categories

The Community Clinic is composed of three member categories:

- Active members
- Observer members
- Honorary members

4.2 Active Members

Anyone may become an active member of the organization who:

- Is a resident of Point St. Charles;
- Is of adult age;
- Shares the Clinic's values and mission;
- Acts in accordance with the provisions governing membership status;
- Makes an application based on the terms defined by the Board.

Active members have the right to speak and vote at meetings of the Clinic.

4.3 Observer members

Anyone may be an observer member who:

- Is employed by the Clinic and does not reside in Point St.Charles;
- Shares the Clinic's values and mission;
- Acts in accordance with the provisions governing membership status;
- Makes an application based on the terms defined by the Board.

May also be observer members, any group or community organization that :

- Offers and carries out activities within Point St.Charles;
- Shares the Clinic's values and mission;
- Acts in accordance with the provisions governing membership status;
- Makes an application based on the terms defined by the Board;
- Names a person to represent the group or community organization as an observer member.

Observers have the right to speak but are not entitled to vote at meetings of the Clinic.

4.4 Honorary Members

The Board of directors may appoint, an individual as an honorary member in recognition of the special contribution that person has made to the Clinic's development.

As is the case with observer members, honorary members have the right to speak, but are not entitled to vote at Meetings of the Clinic.

4.5 Terms for Becoming a Member

Anyone wishing to become a member of the Clinic shall make an application by means of one of the following methods:

- Completion of the membership form;
- Participation in a Clinic activity (General Meeting or other activity), signing of the register and indication of interest in becoming a member.

The Board of directors shall take steps to encourage and facilitate the membership of users of the Clinic's services.

4.6 Loss of Membership Status

Membership status is lost:

- Through the loss of the quality of a member;
- Through resignation, expulsion or suspension;
- When a member has not participated in a Clinic activity for 24 months, and has not indicated their desire to remain a member within the same time period.

4.7 Resignation

Any member may resign at any time. They are recognized as having resigned when the Board of directors has received a notice to this effect.

4.8 Suspension and Expulsion

Any member who does not comply with the organization's by-laws, or whose conduct and activities are judged to be incompatible or harmful to the corporation's interests, may be suspended or expelled by means of a resolution of the Board of directors.

The Board of directors may not, however, suspend or expel a member who is a director without first revoking their status of director.

Procedure

Before determining the suspension or expulsion of a member, the Board of directors must send the person a written notice containing the grounds for suspension or expulsion and the place, date and time of the meeting in which the Board of directors will be making its decision. This notice must be given within the same time limit as that stipulated for the convening of the Board's meeting.

During the meeting, the member may contest the suspension or expulsion by making a statement or sending a written declaration to be read out by the chair.

Decision

The Board of directors shall notify the member within fifteen (15) days of its decision, indicating the grounds and the date on which the decision shall become effective.

4.9 Membership List

In accordance with section 223 of the *Companies Act*, a list of members shall be produced annually and every member is entitled to have access to it.

4.10 Annual Dues

No annual dues are required from members of the organization.

Chapter 5: General Meeting

Members of the corporation gather in an assembly to exercise their responsibilities and obligations. These assemblies are: the Annual General Meeting and Special General Meetings.

5.1 Annual General Meeting

The Board of directors must convene members for the Annual General Meeting during the four months following the end of the financial year. As stipulated in the *Companies Act*, the agenda of this meeting shall include the following points:

- a) Presentation and adoption of the annual activity report;
- b) Presentation of the financial statement;
- c) Presentation of the budget forecast;
- d) Presentation and adoption of the annual aims and priorities;
- e) Appointment of an auditor;
- f) Election of the Board of directors.

5.1.2 Convocation Method and Time Limit

Members shall be convened for every General Meeting by means of a written notice in French and English, at least ten (10) days before the scheduled meeting date.

Furthermore, the Board of directors shall publicize this General Meeting in French and English by means such as: an announcement posted at every service point of the Clinic and in public spaces throughout the neighbourhood, advertisements in local newspapers, advertisement distributed door to door, announcement on the website, etc.

5.1.3 Content of the Notice of Meeting

The notice contains the date, location, time and agenda of the General Meeting, as well as any proposed amendments to the by-laws.

5.1.4 Quorum

The quorum for General Meetings is 50 active members.

5.1.5 Meeting Procedures

The procedures to be used during meetings are those which are generally recognized in deliberative assemblies. Decisions are expressed by a simple majority and by a show of hands, unless the meeting adopts a motion to hold a secret ballot.

5.2 Special General Meeting

The Board of directors convenes members for Special General Meetings as often as the business of the corporation requires.

A Special General Meeting may also be convened on the request of 10% of voting members. These members must submit a written notice to the Board of directors presenting the points to be included on the agenda.

The Board of directors must then hold the Special General Meeting within 31 days following reception of the request. In the event that the directors fail to act within the 31-day time limit, the members who signed the notice may convene the meeting.

5.2.1 Time Limit and Notice of Meeting

A notice of meeting in French and English shall be sent to each member, posted in every service point of the Clinic and published according to the rules prescribed by the Board of directors at least ten (10) days before the date foreseen for the holding of the Special General Meeting.

The notice of meeting must include the agenda items (or the subject (s) to be discussed) as well as the date, location and time set for the meeting in question.

5.2.2 Agenda

A Special General Meeting that is called at the request of 10% of the members shall only address the points mentioned in the notice of meeting.

5.2.3 Quorum

The quorum for Special General Meetings is 50 active members. If quorum for the Special General Meeting is not obtained, the meeting may, if such is the wish of the members present, proceed as a consultative meeting. Such a meeting has no decision-making power and any votes taken are solely indicative in nature.

5.2.4 Meeting Costs

When 10% of the members request the holding of a Special General Meeting, the costs for this meeting shall be assumed by the Clinic, unless the meeting decides otherwise. (Civil Code, art. 352)

Chapter 6: Board of Directors

6.1 Role, Powers and Responsibilities of the Board of Directors

In accordance with these by-laws and the purposes, mission and values of the corporation, the Board of directors manages the business of the Clinic and exercises all the powers required to this end.

The Board of directors has exclusive power to hire the person who shall hold the position of General Coordinator of the Clinic.

The Board of directors is obliged to inform the members of the important decisions that it takes. To such ends, such information shall be communicated to the members on a regular basis.

6.2 Composition

The Board of directors of the Point St. Charles Community Clinic is composed of 12 individuals according to the following configuration:

- Ten (10) individuals who are elected from amongst the active members;
- An employee-member elected by the employees' electoral college;
- The General Coordinator, who has the right to speak, but is not entitled to vote.

The General Meeting shall ensure that the composition of the Board of directors reflects as closely as possible the neighbourhood's demographic characteristics.

The working language of the Board of directors is French, with openness to, and support for, the use of English.

6.3 Procedure for Electing Members of the Board of Directors

Directors of the Clinic are elected at the Annual General Meeting of the Clinic.

An active member of the Clinic must be nominated by two other active members.

The election is conducted by secret ballot whenever it is necessary to elect a director.

Anyone who is nominated for a seat on the Board of directors must obtain at least a simple majority of the expressed votes.

6.4 Employees' Electoral College

The employees' electoral college (or the meeting of employees) is composed of individuals who are employed by the Clinic at the time the meeting of the electoral college is held. It must, in accordance with its own rules, designate a person to sit on the Board of directors.

6.5 Duration of Terms

The term of office of a director is two years. The term may be renewed but a member may not hold the position of director for more than two consecutive terms.

Directors exercise their function until the election of their successors.

To ensure the presence of experienced directors on the Board, directors shall establish a method to prevent a majority of seats from being up for election in the same year.

6.6 Resignation, Expulsion and Vacancies

6.6.1 Resignation

Any member of the Board of directors may resign at any time. As soon as the member has expressed this intention and sent a written notice to this effect to the President or Secretary of the Board of directors, their resignation is considered to be effective.

A director is deemed to have resigned when they are absent, with no valid grounds, from two consecutive meetings.

A director who has lost their membership is deemed to have resigned from the Board of directors.

6.6.2 Suspension and Expulsion

The Board of directors may temporarily suspend or expel a director when they fail to respect their commitments to the corporation or cause it harm.

The procedure for the expulsion of members stipulated in article 4.8 of these by-laws applies in full.

6.6.3 Vacancies

The Board of directors may fill any position that becomes vacant in the course of a term, or that is not filled at the General Meeting by co-opting an active member of the Clinic. The member so chosen shall sit for the duration of the unexpired portion of the term in question and until the subsequent Annual General Meeting.

6.7 Sessions of the Board of Directors

6.7.1 Frequency of Meetings

The Board of directors must hold as many meetings as required to ensure the smooth operation of the corporation. The Board shall meet no less than three times per year.

6.7.2 Notice of Meeting

A written notice of meeting must be sent to members of the Board five days before the scheduled date of the meeting, indicating the date, time and location of the meeting and **agenda for the meeting**. This time limit is not obligatory if all the directors are present at the time of scheduling the time and place of the next meeting

of the Board or if a meeting schedule has been adopted.

Waiving of the Notice

In conformity with section 89.1 of the Act, any director may waive in writing a notice of a meeting of the Board of directors. Their sole attendance at a meeting is a waiver except where they attend a meeting solely to object to the holding of the meeting on the grounds that the manner of calling it was irregular.

6.7.3 Quorum

The quorum is set a fifty per cent (50%) of the directors' seats.

6.7.4 Procedures

The procedures to be used during sessions of the Board of directors are those generally recognized in deliberative assemblies.

Decisions of the Board of directors are expressed in the form of resolutions adopted by a simple majority of the attending directors.

Meetings via Telephone

Pursuant to section 89.2 of the Act, unless otherwise indicated in the by-laws, directors may, if a majority of them consent, participate in a meeting of the Board by such means, particularly by telephone, as permit all participants to communicate orally with each other. The directors who give their consent are then considered to have been present at the meeting.

Value of Motions

In conformity with section 89.3 of the Act, a resolution that has been written and signed by all the directors is as valid as if it had been passed at a meeting of the Board.

A copy of these resolutions is kept with the minutes of the proceedings of the Board.

6.7.5 Participants at Board Meetings

In conformity with the law, only directors are admitted to meetings of the Board of directors. The Board of directors may decide to invite other persons to a meeting when this is deemed relevant.

An active member or members may participate at a meeting of the Board by making such a request beforehand and if such a request is accepted by the Board.

6.8 Compensation and Repayment of Expenses

The Clinic shall contract insurance to cover "errors and omissions of the directors" as a means of protecting the directors.

Members of the Board are not remunerated for the exercise of their duty as directors. However, the Board may, if it judges it to be appropriate, reimburse certain costs related to these duties.

6.9 Code of Ethics and Professional Conduct

Directors must comply with the "Directors' Code of Ethics and Professional Conduct" that establishes the rules in effect at the Clinic, such as:

- Prevention of conflict of interest;
- Responsibilities and obligations of directors;
- Rules of confidentiality;
- Obligation of civil conduct;
- Disclosure of interests;
- Identification of situations in which employees are not involved in decision-making.

Chapter 7: Officers of the Corporation

Officers of the Organization

The Board of directors appoints the organization's officers from among its members, excluding the employee-member, at the meeting following the Annual General Meeting.

7.1 President

As the corporation's main executive officer, this individual also serves as its spokesperson. The President:

- Presides over Board meetings;
- Ensures that meetings run smoothly and generally sees to the proper functioning of the Board of directors;
- May exercise the deciding vote when there is a tied vote;
- Ensures follow-up on resolutions and decisions;
- Sees to the preparation of agendas in conjunction with the General Coordinator of the Clinic;
- Must ensure that all useful information is distributed to members prior to meetings of the Board and General Meetings. In addition, the President sees that any difficulties encountered by the organization are placed on the agenda of Board meetings or General Meetings and are resolved as they arise;
- Sees that the Board acts in compliance with the Act, regulations, conventions and contracts to which the organization is bound. He or she also ensures that the organization fulfills its annual obligations as a legal entity.

7.2 Vice-President

- Assists the President in the exercise of her or his duties;
- Replaces the President when this person is incapacitated or absent;
- Assumes any other role conferred on her or him by the Board.

7.3 Secretary

In cooperation with the coordinator, the Secretary shall make provisions to ensure the execution of the following tasks:

- Preparation of minutes of the Board meetings;
- Keeping of the directors' register;
- Keeping of the list of members;
- Preparation of agendas jointly with the President and the Coordinator;
- Keeping of a register of resolutions;
- Ensuring the accuracy and the confidentiality of the minutes of Board minutes;
- Affixing his or her signature to all registers and documents in his or her keeping;
- Ensuring compliance with the procedures concerning notices of meeting, agendas and minutes;
- Ensuring that all the organization's documents are filed and adequately stored in the offices of the organization;
- Ensuring that all correspondence addressed to the organization is remitted to the Board of directors and ensuring follow-up.

7.4 Treasurer

In collaboration with the Human and Financial Resources Coordinator of the Clinic, the Treasurer shall ensure that provisions are made to ensure the execution of the following tasks:

- The Treasurer and the Board of directors shall employ any means necessary to ensure the sound financial management of the organization;
- Keeping of the corporation's books and accounting registers;
- Setting up and monitoring financial and budgetary control mechanisms;
- Acting as signing officer for cheques and commercial papers together with another signing officer designated by the Board of directors;
- Ensuring compliance with accounting and financial standards;
- Applying the auditor's recommendations;
- Ensuring that the balance sheet and financial statement are presented to the Board of directors.

7.5 General Coordinator

Appointed by the Board of directors, the person holding the position of General Coordinator is the executive officer of the corporation. This individual has an *ex officio* seat on the Board of directors, with no right to vote. The Board may delegate one or more of its duties to the General Coordinator, in which case she or he becomes solidarily responsible. She or he may sign instead of, or on behalf of the officers, to

the extent that the Board expressly authorizes her or him to do so. As an employee, he or she is covered by a contract of service binding her or him to the Board of directors.

7.6 Delegation of the Powers of an Officer

In the event of the absence, incapacity, or refusal to act of any officer of the organization, or for any other reason deemed sufficient by the Board of directors, the Board of directors may delegate, for the necessary time period, all, or some, of the powers of the officer in question to another officer or to a director.

Chapter 8: Executive Committee and Other Committees

8.1 Executive Committee

The Board may, if it judges it to be appropriate, delegate to the Executive Committee the management of day-to-day business, thereby mandating said committee to act on behalf of the Board.

8.2 Composition

The Executive Committee is composed of four officers of the corporation: the President, the Vice-President, the Treasurer and the Secretary, who are appointed at the first meeting following the Annual General Meeting. The General Coordinator sits as an ex-officio member and does not have the right to vote at meetings of the Executive Committee.

8.3 Quorum

The quorum of the Executive Committee is set at three out of the four voting members of the committee.

8.4 Duration of the Term

The duration of the term of the Executive Committee shall be fixed by the Board and shall not go beyond the date of the following Annual General Meeting.

8.5 Frequency of Meetings

The Board of directors determines the frequency of Executive Committee meetings.

8.6 Ratification of Reports

The ratification of Executive Committee minutes or reports by the Board of directors is evidence of the Board's approval of committee decisions.

8.7 Other Committees

To ensure the smooth functioning of the organization, the Board of directors or the General Meeting (when opportune) may form committees and define their purpose. Committees are the responsibility of the Board of directors, which means that:

- Committees are subject to decisions of the Board of directors;
- Recommendations of these committees must be approved by the Board of directors;
- No expenditure may be made by the committees without the prior authorization of the Board of directors;
- The Board of directors must also supervise their work and make specific requests of them when necessary;
- The Board of directors reports on the committees and their work to the Annual General Meeting by means of its annual activity report.

Chapter 9: Financial Provisions

9.1 Banking Records and Contracts

Contracts and other documents binding the corporation shall be signed by individuals designated by the Board of directors.

9.2 Financial Year

The financial year begins on April 1st and ends on March 31st of the following year.

9.3 Budget and Financial Statement

The Board of directors adopts an annual budget. The Board of directors adopts and presents to the General Meeting an audited financial statement that has been audited by an auditor duly designated by the General Meeting.

Chapter 10: Amendments

Any amendment to the organization's by-laws, within the limits of the Act and its statutes, shall be ratified by the General Meeting.

The text of the proposed amendments shall accompany the notice of meeting concerning the meeting in which these amendments shall be presented and the agenda shall clearly indicate the adoption of the by-law(s).

Chapter 11: Dissolution

In the event of the dissolution of the Clinic, all its assets, in accordance with the law, shall be distributed to non-profit organizations registered as charities whose head offices are located in Point St. Charles.