

CONSTITUTION & BY-LAWS



CONSTITUTION

Article 1 – Preamble

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 Élèves, which may also be known as Programme ANE. It is registered as a charity with the Canada Revenue Agency, 8144 74730 RR0001.

Article 2 – Definitions

2.1 In this Constitution, the following words have these meanings.

- a. AGM means Annual General Meeting.
- b. Board means the Board of Directors of this Organization.
- c. Director means any person elected or appointed to the Board. This includes the President.
- d. General Meeting means a meeting of the Members of the Organization and includes the AGM.
- e. Member or Membership means a Member of the Organization.
- f. Participating School means a youth high school that has agreed to participate in the activities of the Organization.
- g. Recipient means a student selected by the Organization to receive an award.
- h. A partnership means two people who are legally married or who live together as a married couple.

Article 3 – Object of the Organization

3.1 The object of the Organization is to relieve poverty by providing financial assistance to students living in difficult financial circumstances 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 A donation equal to or greater than the amount set by the Board confers membership to the donor until the conclusion of the next AGM following the fiscal year in which the donation is made. (Note: Current amount set at \$100.00)

4.2 A donation of two (2) times the amount set out in 4.1 grants membership to both members of a partnership.

4.3 A Member in good standing 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.

4.4 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 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 No Member is, in an 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 in Ottawa, Ontario. The President sets the place, date, and time of the meeting provided it shall be held no later than twenty-four months following the previous AGM.

5.1.2 The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) calendar days before the AGM. This notice states the place, date and time of the AGM, and any business requiring a resolution.

5.1.3 The AGM deals with the following matters:

- a. adopting the agenda;
- b. considering the President's report;
- c. reviewing the financial statements setting out the Organization's income, disbursements, assets and liabilities;
- d. electing the President, if necessary;
- e. electing the Directors;
- f. considering matters specified in the meeting notice;
- g. other Resolutions proposed by the Board.

5.1.4 Members may submit resolutions to the Board through the Secretary no less than fourteen (14) days prior to the AGM. If approved by the Board, any such resolution will be introduced at the AGM, notwithstanding article 5.1.2.

5.1.5 Attendance by ten (10) percent of the Members at the AGM constitutes a quorum.

5.1.6 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 A General Meeting other than the AGM may be called by the Board, or by at least twenty-five (25) Members, on ten (10) days' notice. Such notice shall be provided to each Member by email and shall state the place, date, time and purpose of the meeting and any business requiring a resolution.

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

5.4 Voting

5.4.1 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.

5.4.2 The President has a second or casting vote in the case of a tie vote. If the President is not present at a meeting to exercise the casting vote, a tie vote means the motion is defeated.

5.4.3 A Member may not vote by proxy.

5.4.4 A majority of votes of the Members present decides each issue and resolution.

5.4.5 The President or, in the absence of the President, the Vice-President, decides, in good faith, any dispute on any vote. This decision is final.

5.5 No action taken at a meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. 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:

- a. promoting the object of the Organization;
- b. promoting membership in the Organization;
- c. maintaining and protecting the Organization's assets;
- d. paying all expenses for operating and managing the Organization;
- e. investing any extra monies;
- f. making policies for managing and operating the Organization;
- g. maintaining all accounts and financial records of the Organization;
- h. without limiting the general responsibility of the Board, delegating its powers and duties to the President.

6.1.3 The Board consists of twelve (12) Directors:

- a. The President, and
- b. Eleven (11) Directors-at-large elected at the AGM from among the Members.

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 Nominations for election as Director are made by the Board. No other nominations may be made during an AGM.

6.1.6 Directors are elected for a five-year term.

6.1.7 The Board shall have the power to fill any vacancies on the Board during the period between AGMs.

6.2 Meetings and Resolutions of the Board of Directors

6.2.1 The Board holds at least two (2) meetings each year. The President calls the meetings. The President also calls a meeting if any six (6) Directors make a request in writing and state the business of the meeting.

6.2.2 Seven (7) calendar days' notice by email is sent to each Board member. Board members may waive notice.

6.2.3 Six (6) Directors at least one of which is either the President or the Vice-President present at any Board meeting constitutes a quorum.

6.2.4 Each Director has one (1) vote. The President has a second or casting vote in the case of a tie vote. If the President is not present at a meeting to exercise the casting vote, a tie vote means the motion is defeated.

6.2.5 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.

6.2.6 A meeting of the Board may be held by teleconference. Directors who participate in the meeting by teleconference are considered present at the meeting.

6.2.7 Irregularities or errors made in good faith do not invalidate anything done at any meeting of the Board.

6.3 Officers

6.3.1 The Officers of the Organization are the President, the Vice-President, the Treasurer and the Secretary.

6.3.2 A person may hold more than one office, except the offices of President and Vice-President.

6.3.3 At its first meeting after the AGM, the Board elects from among the Directors all Officers except the President, for five (5) years; subsequent elections are for five (5)-year terms. The Officers hold office until re-elected or until a successor is elected.

6.4 Duties of the Officers of the Organization

6.4.1 The duties of the President are as follows:

- 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.

6.4.2 The duties of the Vice-President are as follows:

- a. presides at meetings in the President's absence;
- 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.

6.4.3 The duties of the Treasurer are as follows:

- a. ensures that all deposits and payments are properly made;
- b. ensures that all monies paid to the Organization are deposited in a Canadian chartered bank designated by the Board;
- c. presents a detailed account of revenues and expenditures to the Board as requested;
- d. if requested by the Board, prepares and presents an audited statement of the financial position of the Organization to the AGM;
- e. carries out other duties assigned by the Board.

6.4.4 The duties of the Secretary are as follows:

- 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. files the annual return, changes in the directors of the Organization, amendments to the Constitution; and
- e. carries out other duties assigned by the Board.

6.5 Honorary Directors

6.5.1 The Board may bestow, by resolution, the status of Honorary Director upon an individual in order to recognize past contributions to the Organization or to facilitate an advisory role to the Board.

6.5.2 Honorary Directors are entitled to:

- a. Attend Board meetings and the AGM;
- b. Receive correspondence circulated within the Board; and
- c. Submit comments on proposed resolutions of the Board.

6.5.3 Honorary Directors are not entitled to a vote at Board meetings and, unless they are members as set out in Article 4, at AGMs.

6.5.4 Appointments as Honorary Directors are for an indeterminate term and may be revoked by resolution of 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 Banking and investment documents are signed by the President or Vice-President and one Officer of the Organization. The President or the Treasurer makes electronic transfers to recipients and between bank and investment accounts.

7.4 No Member, Director or Officer of the Organization receives any payment for services rendered 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 specifically to cover administrative expenses;
- b. Interest income on the Organization's investments.

Article 8 – Effective Date

8.1 The Constitution of the Organization took 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 meeting of the Board of Directors. Such resolution requires approval by a majority of the Directors present.

9.2 Any addition, deletion or amendment to the Constitution requires ratification at the next General Meeting. Such resolution requires approval by the majority of the Members present.

9.3 The twenty-one (21) days' notice of the General Meeting must include details of the proposed resolution to change the Constitution.

9.4 Rejection of such addition, deletion or amendment at the next General Meeting will not affect or negate any actions taken by the Board of Directors prior to the General Meeting.

Article 10 – Succession Plan

10.1 At the first Board meeting following the death or resignation of the President, the Board shall elect a President for a term of five (5) years.

10.2 Upon the death or resignation of the President, the Vice-President shall become Acting President until the Board selects a new President. The Board of Directors shall appoint one of the Directors to act as Acting Vice-President until the Board selects a new President.

Article 11 – Distributing Assets and Dissolving the Organization

11.1 The Organization does not pay any dividends or distribute its property among its Members.

11.2 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) with objects similar to the object of the Organization.

11.3 Members are to select the organization to receive the assets by special resolution. In no event shall any Members receive any assets of the Organization.

BY-LAWS

Article 1 – Definitions

1.1 Definitions

- a. AGM means Annual General Meeting.
- b. Board means the Board of Directors of this Organization.
- c. Director means any person elected or appointed to the Board. This includes the President.
- d. HOST Program means the Help Our Students Program.
- e. Member means a Member of the Organization.
- f. Participating school means a youth high school that has agreed to participate in the activities of the Organization.
- g. Recipient means a student selected by the Organization to receive an award.
- h. School Contact means the person appointed by the Principal of a Participating School to act as its liaison with the HOST Program.

Article 2 – Selection of Recipients

2.1 Selection criteria

2.1.1 Students who meet the following criteria are eligible to receive a HOST Program award:

- a. The student must have completed at least one year at that school and demonstrated a high degree of commitment to school, a strong work ethic and dedication to an academic program.
- b. The student must be in a difficult financial situation where financial assistance will have a significant impact on the individuals's quality of life.

2.1.2 HOST Program awards are intended to reward effort. The award is not intended to stimulate students to improve their commitment to school; the award recognizes students who already meet the selection criteria. The award is intended to assist students with their day-to-day finances; it is not intended as a savings plan.

2.1.3 A student who ceases to attend school becomes ineligible to receive any further financial support.

2.2 Selection process

2.2.1 Prior to the opening of the school year, the President communicates with each Participating School to confirm the number of students who will be provided financial support from the HOST Program for the next academic year. If a participating school has a returning student who was in receipt of financial support the previous year, the student is eligible to continue receiving it provided that the school confirms via email that the student still meets the selection criteria.

2.2.2 When a participating school has been informed that one or more new students will receive financial support, the school conducts the appropriate search for qualified candidates. If only one student will receive an award, schools are expected to identify one male and one female candidate for each new award. This requirement ensures that both genders are well represented in the total number of recipients.

2.2.3 The School Contact and the President review the proposed candidates and, unless a specific gender selection is stipulated, the student deemed most deserving by the school shall be selected.

2.3 Number of awards

2.3.1 Each year, the Board decides the number and amount of awards to be given for the next academic year.

2.3.2 Provided that there are sufficient funds, students already in receipt of an award may continue to receive financial support until they graduate provided that they continue to meet the criteria and they have been selected by their school.

2.3.3 The Board considers the following factors in determining the number of awards to be given:

- a. the amount of funds on hand;
- b. projections for future donations;
- c. the distribution of donations earmarked for a specific school and unrestricted;
- d. current commitments (students currently in the Program until they graduate).

2.3.4 Notwithstanding article 2.3.1, the President may increase the number of awards provided the additional awards are fully funded by the school or one or more donors donating specifically for that school.

2.3.5 Notwithstanding article 2.3.1, at the request of Participating schools, the President may approve up to three additional awards.

2.4 At the request of a participating school or based on information received, the President may make an emergency payment to a student in financial need. The Board shall set the maximum amount available each year for this purpose. The Board shall be regularly informed of such payments.

2.5 There are no restrictions or limitations imposed on a recipient on the use of the award.

2.6 The identity of HOST Program award recipients, either by name or by describing the recipient's circumstances, is not divulged to any person except to a school official or a member of the Board as required. There is no confidentiality restriction imposed on the recipient.

Article 3 – Participating Schools

3.1 Any youth high school governed by one of the following School Boards located within the boundaries of the City of Ottawa may participate in the HOST Program:

- a. Ottawa Catholic School Board;
- b. Ottawa-Carleton District School Board;
- c. Conseil des Écoles Catholiques du Centre-Est;
- d. Conseil des écoles publiques de l'Est de l'Ontario.

3.2 The Principal of any Participating School may inspect the financial records of the HOST Program upon giving reasonable notice to the President or the Treasurer. Any costs associated with the inspection are borne by the Participating School.

Article 4 – Recipients' Responsibilities

4.1 The Board may require recipients to provide feedback on the impact of the award. For example, the students may be required to submit a letter or to complete a survey. The President shall set deadlines for the completion of any requirements associated with receiving a Help Our Students Program award.

4.2 Each requirement shall be linked to a monthly transfer. The students may not receive a monthly transfer if they have failed to complete a requirement. If there are extenuating circumstances, the President may waive this condition.

4.3 Any requirement completed or submitted after the end of the financial year - June 30 - shall be treated as follows:

- a. Submitted prior to the closing of the financial accounts (approximately July 15 in order to prepare the financial statements for the year just ended): 100% payment of the award associated

with the requirement.

- b. Submitted after the closing of the financial accounts but before September 1: 50% payment of the award associated with the requirement.
- c. Submitted after September 1: no payment.

4.4 Letters can be mailed or emailed to the President.

Article 5 – Reporting

5.1 Each donor receives a President's Report at least twice per year. Each report provides an update on the activities of the HOST Program and a current financial statement (Balance Sheet and Statement of Revenue and Expenses). The July report includes excerpts from the recipients' letters.

Article 6 – Finances and Administration

6.1 Banking

6.1.1 The HOST Program operates its accounts with the Royal Bank of Canada.

6.1.2 The Board may designate another Canadian chartered bank to conduct its banking.

6.1.3 The Board may add, change or delete an account.

6.2 The Board may authorize the President to purchase Guaranteed Investment Certificates (GIC) as required.

6.3 Payment of Awards

6.3.1 Recipients are required to have a bank account with the HOST Program bank and to inform the President of the details of the account: transit number and account number.

6.3.2 The financial support consists of:

- a. ten (10) monthly payments to the recipient, beginning in September of the school year, at the amount approved by the Board;
- b. two (2) monthly payments in July and August to a current recipient who is renewed for an additional year by the student's school prior to the end of the current school year;
- c. At the discretion of the President and based on circumstances surrounding the recipient, a different payment arrangement may be made.

6.3.3 The first transfer to a recipient will be made retroactive to September 1 of the applicable school year.

6.3.3 The first transfer to a recipient will be made retroactive to September 1 of the applicable school year.

6.3.4 Electronic transfers to a returning recipient are made once a confirmation email from the School Contact is received by the President, confirming that the recipient continues to meet the criteria to receive an award.

6.4 All donations will be recorded as "Unrestricted" except:

- a. a Donor may designate a donation as "Restricted for one or more Participating Schools."
- b. All or a portion of the donation made by a Board member may be designated as "Restricted for Administration".

Article 7 - Amending the By-Laws

7.1 These By-Laws may be cancelled, revised or added to by a resolution at any meeting of the Board of Directors.

(Constitution & By-Laws Amended May 2022)