

**Statutes of the canadian agency for the sustainable development of women's  
activities in developing countries (SOCADE)**

**April 2004**

### **Article 1 – Organization’s constitution**

Under Part III of the Quebec Companies Act (R.S.Q.), an organization was incorporated on February 4, 2003 under the name *Société canadienne pour le développement durable en faveur des femmes dans les pays en voie de développement (SOCADE) – Canadian agency for the sustainable development of women’s activities in developing countries.*

### **Article 2 – Purposes of the organization**

For purely charitable purposes and with no intention of monetary gain for its members, the purposes for which the organization is incorporated are as follows:

1. Sensitize the public to extreme poverty in developing countries.
2. Sensitize the public to wide income disparities between men and women in developing countries.
3. Support reduction of poverty in developing countries.
4. Support the contribution of women as equal partners in the sustainable development of their society.
5. Receive donations, bequests and other contributions; organize campaigns to raise funds for charitable purposes. However, the objects thereof do not entitle the underwriters or their successors to recover, in any form whatsoever, the monies paid to the legal entity.

### **Article 3 – Head office**

**Section 3.01** The head office of the legal entity is located at the following address:

40 Charlevoix, Suite 01  
Gatineau  
Quebec, Canada  
J8X 1P1

**Section 3.02** The head office may be relocated on a simple decision of the Board of Directors.

### **Article 4 – Composition of SOCADE**

The organization comprises

1. Founding members,
2. Honorary members,
3. Patron members,
4. Active members.

### **Article 5 – Definition of members**

**Section 5.01** The founding members are those who founded this organization.

**Section 5.02** Honorary members are those who have rendered noteworthy services to this organization in its endeavour to fulfill its mission.

**Section 5.03** Patron members are those who make an annual donation set yearly by the Annual General Meeting.

**Section 5.04** Active members are those who work as volunteers for this organization.

### **Article 6 – Admission as member**

Membership in SOCADE requires approval by the Board of Directors, which evaluates applications.

## **Article 7 – Members’ privileges**

**Section 7.01** Only members may take part in the Annual General Meeting.

**Section 7.02** Members decide on the orientation of the organization’s main programs.

**Section 7.03** Members elect the Board of Directors for a mandate of three (3) years.

**Section 7.04** Members receive a detailed annual report of the activities carried out by the organization.

## **Article 8 – Members’ obligations and responsibilities**

**Section 8.01** Members must respect the organization’s mission and goals as set forth in Article 2 of these statutes.

**Section 8.02** The members undertake to abide by the Charter, statutes and bylaws of the organization.

## **Article 9 – Exclusion**

Membership terminates upon

**Section 9.01** Voluntary withdrawal,

**Section 9.02** Death,

**Section 9.03** Exclusion ruled by the Board of Directors. Failure to abide by the organization’s charter, statutes and bylaws may initiate a member exclusion procedure. The object of such a procedure must be informed by registered letter of the reasons for exclusion and of his or her right to appeal the decision.

## **Article 10 – Interim Board of Directors**

At the time of its formation as a legal entity, the interim Board of Directors comprises three (3) founding members:

Marcel Fragé

Taï ba Djalal

Léonel Valcius

## **Article 11 – Elected Board of Directors**

**Section 11.01** The organization is headed by a board made up of three (3) to nine (9) members, elected for three (3) years at the Annual General Meeting. The members can be re-elected.

**Section 11.02** Being a member of the organization for at least three (3) months is a prerequisite for becoming a member of the Board of Directors.

**Section 11.03** The Board of Directors chooses among its members

- 1) A chairperson,
- 2) One or more vice-chairperson(s),
- 3) One secretary general and, where applicable, an assistant secretary,
- 4) One treasurer and, where applicable, an assistant treasurer.

**Section 11.04** The term of their mandate is set at three (3) years. This mandate is renewable.

**Section 11.05** Two is the maximum allowable number of powers that may be held by a any person on the Board of Directors.

**Section 11.06** The Board of Directors may name interim members to fill open positions.

**Section 11.07** The Board of Directors may create an Executive Board to carry out its decisions, as needed. If so, the Executive Board shall be placed under the authority of the

Board of Directors and headed by an Executive Director chosen by the Board of Directors. This Executive Director shall be a paid employee. In executing his or her mandate, this person shall hire employees as needed.

#### **Article 12 – Meeting of the Board of Directors**

**Section 12.01** The Board of Directors meets at least three times a year, at the call of the chairperson or upon request of at least two thirds of its members. At least two weeks before the scheduled date, the members of the Board are informed of the meeting in writing. The agenda must be indicated on the notice of meeting.

**Section 12.02** Decisions are taken by majority vote; in case of a tie vote, the chairperson's vote decides the outcome.

**Section 12.03** For a vote to be valid, participation of at least 60% of the members of the Board of Directors is necessary.

**Section 12.04** Any Board member who, without valid reason, fails to take part in three consecutive meetings, may be considered as having resigned.

#### **Article 13 – Annual General Meeting**

**Section 13.01** The Annual General Meeting comprises all members of the organization. It decides on the orientation of the organization's main programs and elects the Board of Directors for a mandate of three (3) years.

**Section 13.02** The Annual General Meeting takes place every year in September. The general secretary calls the meeting at least two weeks before the date scheduled. The agenda is indicated on the notice of meeting.

**Section 13.03** The Board of Directors may decide, when it deems opportune, that the Annual General Meeting and election of administrators shall take place outside Quebec.

The general secretary sends a written notice to the organization members, at least 30 days prior to the date set, to inform them of the place and date of the Annual General Meeting.

**Section 13.04** Only those issues appearing on the agenda shall be addressed during the Annual General Meeting.

**Section 13.05** The chairperson presides the meeting, the treasurer reports on management and submits the results for approval to the meeting.

**Section 13.06** All decisions put to a vote at the Annual General Meeting may be adopted by half the voting members plus one, except the following:

1. Amendment of the organization's Charter and Statutes
2. Dissolution of the organization.

**Section 13.07** In case of a tie vote, the members of the Board of Directors must rule on the issue in accordance with section 12.02 of article 12 of these statutes.

#### **Article 14 – Special General Meeting**

If need be or at the request of half plus one of the organization's members, the chairman may call a Special General Meeting, as per the formalities provided by article 13.

#### **Article 15 – Loan contracted by SOCADE**

SOCADE may borrow money on condition that the members of the Board of Directors unanimously approve.

**Article 16 – Rule of procedure**

A rule of procedure may be established by the Board of Directors, which then has it approved at the Annual General Meeting. This rule of procedure is intended to define the various points not covered by the statutes, notably as regards internal administration of the organization.

**Article 17 – Amendment to SOCADE’s Charter and Statutes**

Amendments to the Charter and Statutes may be made only by the Annual General Meeting. The decision must be approved by at least two thirds (2/3) of Annual General Meeting members and at least two thirds (2/3) of Board members.

**Article 18 – Dissolution of SOCADE**

In case of dissolution ruled by at least three quarters (75%) of the Annual General Meeting’s attendance and at least 85% of members of the Board of Directors, one or more liquidators shall be appointed by the Board, and the assets, where applicable, shall devolve to an organization carrying out a similar activity.