



ēducaloi

Information Empowers

# By-laws

JUNE 2023

## INDEPENDENCE AND TRANSPARENCY

Our by-laws are a way to affirm our independence, our transparency and our expertise.

That's why, in 2023, we decided to adopt completely new by-laws that are simpler and clearer.

We are dedicated to promoting access to justice and our new by-laws will allow us to devote all our energy and talents to our mission.

## GOVERNANCE

The by-laws contain Éducaloi's main governance rules.

They define, among other things, the powers and responsibilities of the board of directors, its committees and our management team.

## RULES OF OPERATION

The by-laws also set out Éducaloi's rules of operation, for example:

- the timeframe for calling a general meeting
- the quorum and majority needed for a resolution to be adopted by the board of directors
- the date of the end of the financial year, and the management of its affairs

Adopted by the board of directors  
and ratified at the general meeting on June 13, 2023



### A BIT OF HISTORY!

Éducaloï was founded in 2000 by the Barreau du Québec.

In 2009, we amended our governance to name our three original partner members: the Barreau du Québec (our founding member), the Chambre des notaires du Québec (CNQ), and the Société québécoise d'information juridique (SOQUIJ).

Since then, we have relied on the collaboration of all our partner members to develop and sustain our mission of access to justice.

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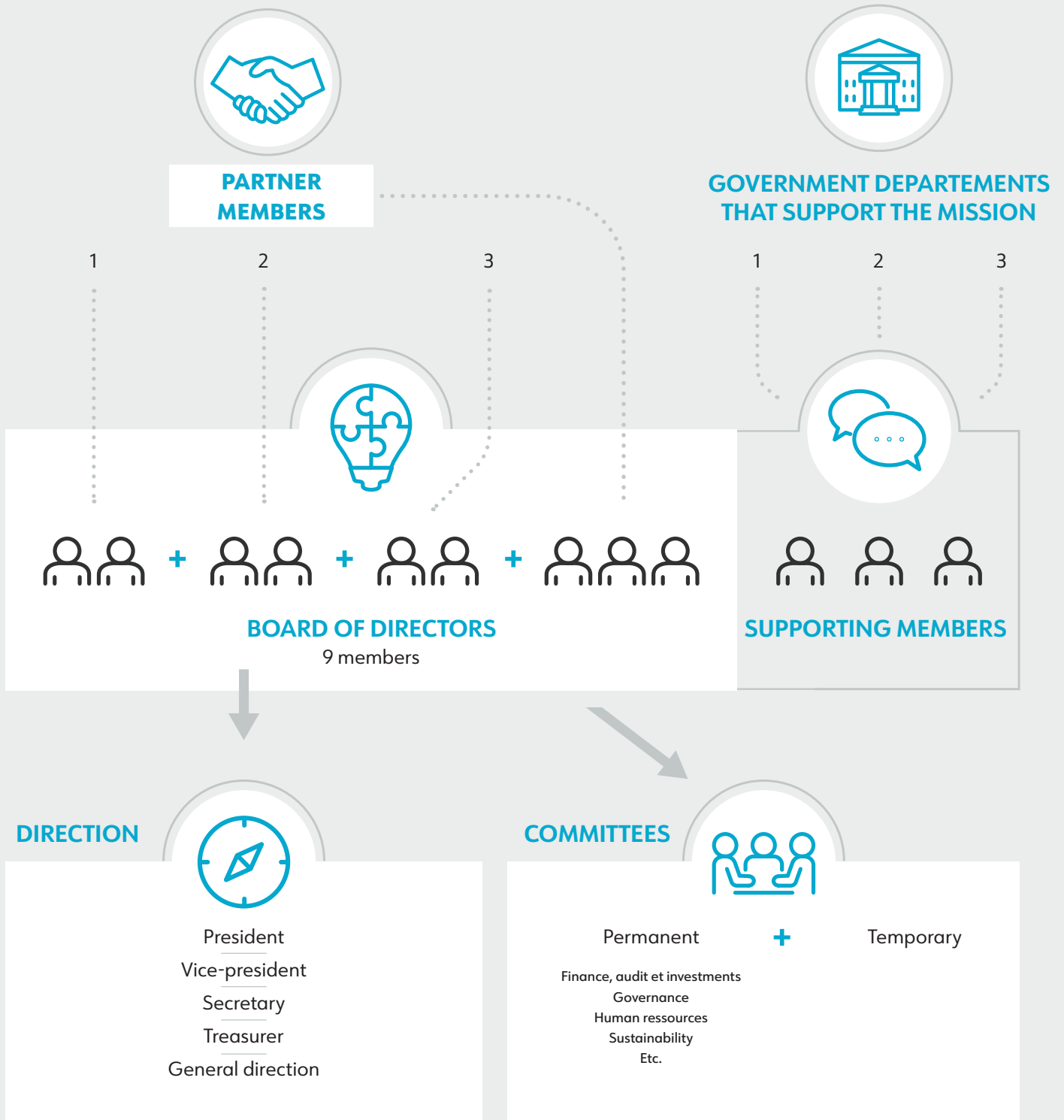
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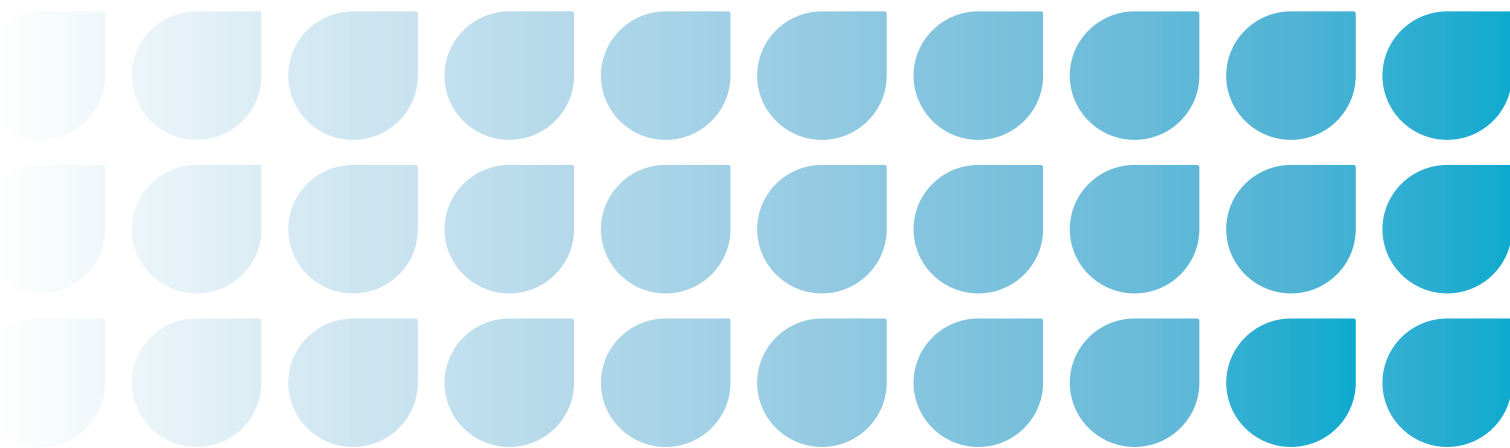
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# Éducaloi's governance structure



# The people who bring our governance to life





## 1. Partner members

Partner members are Éducaloi's sole category of members.

Appendix A provides a list of our partner members. Éducaloi's board of directors ensures that this appendix is kept up to date to reflect the addition or departure of a partner member.

### 1.1 The role of partner members

Partner members:

- adhere to and participate in promoting Éducaloi's mission, vision and activities,
- provide financial support for Éducaloi's mission, and
- propose candidates and then elect the members of the board of directors.

### 1.2 The rights of partner members

Partner members can attend meetings where they can speak and vote.

#### Conditions

Every partner member must appoint two representatives to attend meetings and act on its behalf.

For more details, read the section *1.3 below: Representatives of partner members*.

#### Rights during members' meetings

#### Right to information

Partner members have the right to receive the following documents:

- Éducaloi's annual financial statements

Partner members have the right to consult the following documents:

- the minutes of the members' meetings
- the resolutions adopted by the partner members



### Conditions

To consult a document, partner members must submit a written consultation request to Éducaloi's secretarial team.

Under all circumstances, partner members must preserve the confidentiality of documents and information they consult or receive.

### 1.3 Representatives of partner members

Each partner member must appoint two representatives to attend meetings and act on their behalf.

<b>Criteria</b>	The appointed persons must be physical persons (individuals). They cannot be members of the board of directors.
<b>Document to submit</b>	Each partner member must provide the names of its representatives in a written document that is dated, signed and in the form of a power of attorney or a resolution. If applicable, this document must indicate that a new representative substitutes any person who was previously appointed.
<b>How to submit the document</b>	The document must be sent to Éducaloi's secretarial team or to any other authorized person. It can be sent by mail or by any means of telecommunication that creates a proof of receipt.
<b>Representative's rights</b>	<p>At meetings, representatives have the same rights as the partner member who appointed them. However, the document appointing them as a representative can provide specific instructions regarding their participation in the meeting's deliberations and voting.</p> <p>Each representative can vote on behalf of the partner member. Therefore, each partner member is entitled to a maximum of two votes.</p>
<b>End of representation</b>	<p>The power of attorney is, in principle, valid for one year as of the date of signing. However, it can set out a different duration. It can be revoked at any time.</p> <p>A resolution is valid until amended by another resolution.</p>

#### **1.4 Amount and payment of contributions**

Every year, partner members pay a contribution to Éducaloi. The amount and conditions of payment of these contributions are determined on the basis of the individual partnership agreements concluded with each partner member and approved by Éducaloi's board of directors.

#### **1.5 Addresses of partner members and sending of notices**

Each partner member must provide Éducaloi with a mailing address and an email address where all corporate notices and documents may be sent to or served on them.

Éducaloï sends corporate notices and documents intended for partner members in this order of priority:

1. email addresses provided
2. mailing addresses provided
3. any other appropriate email or mailing address where the person can be quickly reached

#### **1.6 Adding partner members and membership conditions**

Any organization can request to become a partner member. This request must be sent in writing to the president of the board of directors.

If the board of directors approves the request, it must conclude a partnership agreement with the organization in question.

To reach its decision, the board of directors must ensure that the organization requesting to become a partner member meets the following membership conditions:

- it exercises all or part of its activities in Quebec
- it has a mission that is aligned with Éducaloï's mission and goals
- it agrees to remain a partner member for at least two years
- it makes an annual financial contribution determined in the partnership agreement concluded and approved by the board of directors
- it agrees to propose two persons to assume the duties of member of the board of directors

The executive director informs the partner members of the new partner's membership.

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**Keep in mind!**

Each partner member must be able to propose two persons to assume the duties of member of the board of directors.

The arrival of a new partner member may therefore require changing the authorized number of members of the board of directors. In this case, the by-laws must be amended and ratified by the partner members.

## **1.7 Withdrawal or resignation of a partner member**

Partner members can withdraw from Éducaloi at any time. They must however respect the conditions set out in the partnership agreement in effect at that time. They must also send a written notice to Éducaloi's secretarial team.

The board of directors can require the resignation of a partner member who is not fulfilling any of the following obligations:

- complying with the partnership agreement signed with Éducaloi, in particular the payment of the contribution set out in the agreement
- adhering to Éducaloi's by-laws
- satisfying the conditions required to be a partner member

However, a partner member who withdraws or is forced to resign can maintain its role and rights as a partner member until the end of the ongoing financial year. In all cases, it is not entitled to the reimbursement of contributions already paid out and must pay the balance of the contributions for the ongoing financial year.



## 2. Members of the board of directors

The board of directors is composed of nine members. During the annual meeting, partner members elect the members of the board of directors based on a list of candidates.

To ensure that elections run smoothly, the list of candidates should be shared well in advance of the date of the annual meeting. This list contains:

- two candidates proposed by each partner member, and
- three candidates proposed by the board of directors.

Voting for the election of the members of the board of directors is done by a show of hands. It can also be done by secret ballot if requested by a partner member entitled to vote.

### 2.1 Persons admissible

Each member of the board of directors must

- be a physical person (individual), and
- have a professional background and work experience that allow them to play a significant role in Éducaloi's development and outreach.

The following persons are not eligible to sit on the board of directors:

- a person who is a minor
- a person who is 18 years or older who is under tutorship or has a homologated protection mandate
- a person declared incapacitated by a decision rendered by a foreign court of law
- a person in bankruptcy who has not received a discharge
- a person prohibited from exercising this function by a court of law
- a person employed by a partner member or holding a leadership position with the partner member
- a person serving on the board of directors of a partner member

## 2.2 Role of the board of directors

The board of directors guides and oversees the management of Éducaloi's activities and internal affairs.

More specifically, the board of directors

- ensures that Éducaloi's mission, vision and values are respected,
- approves the strategic plan and budget and ensures that they are implemented and respected,
- supports the executive director in accomplishing their mandate,
- establishes governance policies and practices that are effective, efficient, and transparent, and oversees their implementation, and
- concludes all contracts on behalf Éducaloi.

The board of directors can delegate certain responsibilities to the directorate or to committees of the board of directors. When the board of directors delegates its activities, it must oversee their management by the persons or committees it appoints.

The board of directors cannot, however, delegate the following responsibilities and powers:

- submitting to partner members matters that require their approval
- filling vacant positions on the board of directors or filling the position of an independent auditor
- appointing the executive director, the president of the board of directors, or members of the directorate
- establishing the remuneration of the executive director
- approving the financial statements presented at annual meetings
- adopting, amending or repealing by-laws
- approving amendments to the letters patent

## 2.3 Duration of the mandate of the members of the board of directors

The duration of the mandate of each board member is two years from the date of their election.

Members remain in office until the end of this two-year period or until another person is elected to replace them.

A member can also be re-elected and can serve a total of three complete and consecutive mandates of two years each. Partial mandates carried out to fill a vacancy are not counted in this.

## 2.4 Vacancy of a position

A position becomes vacant when the board of directors determines that one of its members

- has not attended three or more meetings of the board of directors, without notice and without reasonable cause,
- has completed their mandate but no one has been appointed or elected to replace them,
- has notified the president of the board of directors, in writing, of their resignation,
- has a physical or mental challenge rendering them incapable of holding the position,
- has died,
- is in bankruptcy, or
- is unable to fulfil their mandate for other reasons.

A position also becomes vacant when a board member is removed, on sufficient grounds, at a special meeting of the partner members convened for this purpose.

In all cases, a member whose position becomes vacant must be informed that their mandate is terminated.

## 2.5 Filling positions that become vacant during a mandate

The board of directors must, within a reasonable time, fill any position that becomes vacant during the course of a mandate.

The new candidate must be proposed by the same organization that proposed the candidate or member of the board of directors whose position is vacant.

A special meeting of the partner members may be convened if the board of directors is unable to fill a vacancy. This meeting can be called by a partner member or a board member.

The mandate of the new person appointed or elected is valid until the end of the mandate of the board member being replaced.

The board of directors may validly continue to exercise its duties until the new person is appointed or elected to fill the vacancy.

## 2.6 Code of ethics

As soon as a board member is elected or appointed, they must sign the code of ethics that is in force.

Subsequently, board members whose mandates are renewed must sign the code of ethics again.

The members of the board of directors must comply with the code of ethics during their entire mandate.

## 2.7 Addresses of board members and sending of corporate notices

All board members must provide Éducaloi with a mailing address and an email address that can be used to send them or serve them with any corporate notices and documents intended for them.

Éducaloï sends corporate notices and documents intended for board members using the following means, in this order of priority

1. email addresses provided,
2. mailing addresses provided
3. any other email or mailing address where the person can be quickly reached

## 2.8 Remuneration and reimbursement of expenses

Board members receive no remuneration for performing their duties for Éducaloï.

Board members who incur reasonable expenses while performing their duties may, however, request reimbursement. Members must submit their request to the executive director with the necessary supporting documents, in accordance with Éducaloï's policies.

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**Note:**  
Éducaloï is committed to indemnify members of the board of directors under certain conditions. For details, see [section 30 Indemnities for board members, committee members and the directorate](#) at p. 46

## 2.9 Obligations of board members

Éducaloi is a legal person within the meaning of the *Civil Code of Québec*. Consequently, board members must respect the obligations the *Civil Code of Québec* imposes on the directors of a legal person. These obligations can be amended under PART III of the *Companies Act*.

In performing their duties, the board of members must act

- with prudence and diligence, and
- with honesty and loyalty, in the interests of Éducaloi.

## 2.10 Validity of actions taken by the board of directors

Actions taken by the board of directors or by one of its members are valid under the following circumstances and conditions.

Validity of actions	Conditions of validity
<p>All actions taken by the board of directors or by one of its members are valid, even if it comes to light that</p> <ul style="list-style-type: none"><li>• there was a defect in the election process of the board member, or</li><li>• the board member was not eligible for the position.</li></ul>	<p>The actions of the board of directors or of one of its members taken before a defect is discovered are valid.</p> <p>When a defect is discovered, the board of directors must correct the situation within a reasonable time. In particular, the board of directors may appoint new persons to serve on the board of directors.</p> <p>The actions that the board of directors or one of its members is obliged to take, from the time the defect was discovered to the time it is corrected, are also valid.</p>



## 2.11 Conflicts of interest

The members of the board of directors must avoid placing themselves in a situation of conflict of interest.

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### **Concept of conflict of interest**

A board member is in conflict of interest when a situation is objectively of a nature that compromises their independence or impartiality in performing their duties. Their judgment could then be influenced by a direct or indirect personal interest.

For a conflict of interest to exist, the personal interest does not necessarily have to influence a decision of the board of directors. There may be an appearance of a conflict of interest if the situation reasonably suggests that the member's personal interest could influence a decision of the board of directors.

A conflict of interest can result from a financial advantage, a moral advantage, an appointment or a position in another organization.

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### **Conflict of interest disclosure**

Members of the board of directors who find themselves in a situation of actual, potential or apparent conflict of interest must disclose this situation to the president of the board of directors.

The board member must also disclose the value of any contract in which they have an interest, or in which a related person has an interest.

Conflicts of interest are recorded in the minutes of board meetings and in a registry of conflict of interest disclosures, if such a registry has been established.

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### **Non-participation in board decisions**

Members of the board of directors who find themselves in an actual, potential or apparent situation of conflict of interest must abstain from deliberating and voting on matters related to their conflict of interest. However, a member can do so if their vote is required for Éducaloi to conclude a contract or carry out a transaction.

If the quorum needed to adopt a resolution to approve the contract or the transaction is not achieved due solely to this context, quorum then corresponds to the number of board members who are present and authorized to vote.

## **Contracts with Éducaloi**

Éducaloi can conclude any type of contract, including any transactions, with the following person or entities:

- one or several members of Éducaloi's board of directors
- any enterprise, legal person or association where one or several members of Éducaloi's board of directors acts as:
  - members
  - staff
  - members of the board of directors
  - members of the directorate
  - shareholders

However, the rules regarding conflict of interest disclosure and non-participation in the decisions of the board of directors must be respected.

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### 3. Supporting members

Every provincial or federal department that financially supports Éducaloi’s mission can propose a supporting member. The board of directors examines the proposals and appoints the supporting members. The executive director is *ex officio* a supporting member.

**Note.**  
Supporting members correspond to what is often called “observers” on the board of directors.

Éducaloi’s staff do not appoint any supporting members. This is to preserve sufficient distance between Éducaloi’s operations and its governance.

Appendix B provides a list of the departments and supporting members that have been appointed. Éducaloi’s board of directors must ensure that Appendix B is updated to reflect additions or removals of a supporting member.

#### 3.1 Role of supporting members

Supporting members play a consulting role on the board of directors, for example:

- sharing their points of view, experiences and expertise on specific matters, such as the strategic plan
- answering any requests made by the board of directors

Once they are appointed, supporting members must sign and comply with the code of ethics.

#### 3.2 Rights of supporting members

##### Supporting members have the right to

- attend meetings of the board of directors
- participate in deliberations on matters submitted to the board of directors
- serve on a committee of the board of directors and participate in this committee’s deliberations and voting, and
- participate in annual and special meetings and speak at these meetings

##### Supporting members do not have the right to

- vote at meetings of the board of directors, or
- vote at annual and special meetings

### **3.3 Withdrawal or resignation of a supporting member**

A supporting member may at any time withdraw by sending a notice to the president of the board of directors.

The board of directors may require the resignation of a supporting member who fails to respect the code of ethics.

The government department that proposed a candidate or supporting member who withdraws or who must resign can propose a new person to fill the vacancy.



## 4. Members of the board of directors' committees

The committees of the board of directors help the board perform its duties, notably in the following areas:

- finance, auditing, and investments
- governance
- human resources
- the organization's sustainability

These committees can be permanent or temporary.

### 4.1 Formation of committees and rules of operation

The board of directors can establish a committee when it deems necessary.

The board of directors can determine the mandates of these committees. It can also adopt and amend their operating rules. The person who chairs a committee must apply these rules and ensure the proper functioning of the committee.

### 4.2 Composition of committees

The board of directors appoints the members of the different committees while respecting the following conditions:

- In all cases, the members must be physical persons (individuals).
- Each committee must be composed of a majority of members of the board of directors.
- The supporting members cannot be appointed by a committee chair.

### 4.3 Expenses and debts

Committees must obtain authorization from the board of directors in order to incur any expense, debt or other obligation.

#### 4.4 Reporting to the board of directors

Each committee must report to the board of directors at the end of each financial year and before the annual meeting of the partner members.

This report presents a summary of the findings and the work carried out by the committee during the financial year that is ending. The report can be presented in writing or verbally.

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**Note.**

Éducaloi agrees to indemnify the committee members under certain conditions. For details, see section [30 Indemnities for board members, committee members and the directorate](#) at p. 46.



## 5. Members of the directorate

Officers perform the duties set out in the by-laws and the duties determined by the board of directors from time to time.

### 5.1 Appointment and duties

Mandatory members	Optional members, based on needs
President of the board of directors	Assistant secretary
Vice-president of the board of directors	Assistant treasurer
Secretary	
Treasurer	
Executive director	

The board of directors appoints the members of the directorate.

The person appointed as president and vice-president of the board of directors must be members of the board of directors. The other members of the directorate do not have to be members of the board of directors or supporting members.

The same person can hold more than one position in the directorate. However, one person cannot serve as both president and vice-president of the board of directors at the same time.

### 5.2 Obligations of the members of the directorate

As agents of Éducaloi, officers must, in particular, perform their duties:

- with prudence and diligence, and
- with honesty and loyalty, in the interests of Éducaloi.

**Note.**

Éducaloi agrees to indemnify members of the directorate under certain conditions. For details, see section [30 Indemnities for board members, committee members and the directorate](#) at p. 46

### **5.3 Conflicts of interest**

Members of the directorate must avoid putting themselves in a situation of conflict of interest. A conflict of interest arises when a member of the directorate has an opportunity to put their personal interests, direct or indirect, ahead of the interests of Éducaloi.

For a conflict of interest to exist, the personal interest does not necessarily have a concrete influence on the decision the directorate. There may be an appearance of a conflict of interest if the situation reasonably suggests that the member's personal interest could influence a decision of the directorate.

A conflict of interest can result from a financial advantage, a moral advantage, an appointment or a position in another organization.

Members of the directorate who find themselves in a situation of conflict of interest, or one that appears to be a conflict of interest, must inform the president of the board of directors. Conflicts of interest are recorded in the minutes of board meetings and in a registry that includes the conflict of interest disclosures, if such a registry has been established.

### **5.4 President of the board of directors**

The board of directors appoints a person to act as the president of the board of directors.

This person chairs the meetings of the board of directors and meetings of the partner members.

The president also holds all powers and performs all the duties determined by the board of directors.

### **5.5 Executive director**

The board of directors appoints a person to act as the executive director of Éducaloi. This person is the chief executive officer and is responsible for Éducaloi's



**Note.**

Éducaloi's secretarial team is composed of the secretary and, if persons are appointed to this position, the assistant secretaries.

Notices and documents that must be sent to the secretarial team can validly be sent to one of these persons, except if the by-laws identify one of them in particular.

general affairs. This person also holds all powers and performs all the duties determined by the board of directors.

This person cannot be a member of the board of directors.

## 5.6 Secretary, assistant secretary (secretarial team)

The board of directors appoints a person to act as Éducaloi's secretary. It can also appoint one or several persons to act as assistant secretary.

The secretary performs all tasks that fall under secretarial responsibilities and those determined by the board of directors. Among other things, the secretary must

- send all corporate notices and related documents,
- oversee the drafting of the minutes of members' meetings and board meeting, and ensure that the minutes are kept in a book reserved for this purpose,
- keep the books that contain the names and addresses of the partner members and members of the board of directors, and
- retain all other documents submitted by the board of directors.

The assistant secretaries perform all of the secretarial tasks that the board of directors or the secretary asks them to carry out. The assistant secretaries also replace the secretary in case of absence, incapacity, refusal, or failure to act.

## 5.7 Vice-president of the board of directors

The board of directors must appoint a person to act as vice-president of the board of directors.

This person can exercise the powers and perform the duties of the president in case of absence, refusal, incapacity, or failure to act.

The vice-president can also exercise any power and perform any duty determined by the board of directors.

## **5.8 Treasurer or assistant treasurer (treasury)**

The board of directors must appoint a person to act as Éducaloi's treasurer. It can also appoint one or several persons to act as assistant treasurer.

The treasurer is responsible for the financial management of Éducaloi. In particular, this person oversees asset management and bookkeeping in accordance with governing laws. This person also has custody of accounting records.

The treasurer must report to the board of directors on Éducaloi's financial situation, as follows:

- at each quarter of the current financial year
- as soon as possible after the end of each financial year
- upon request by the board of directors

This person performs all other treasury-related tasks determined by the board of directors.

Assistant treasurers perform all of the treasury-related tasks that the board of directors or the treasurer asks them to perform. They replace the treasurer in case of absence, refusal, omission, or incapacity to act.

## **5.9 Remuneration**

The board of directors can adopt measures for the executive director to receive remuneration from Éducaloi. Other members of the directorate are not remunerated.

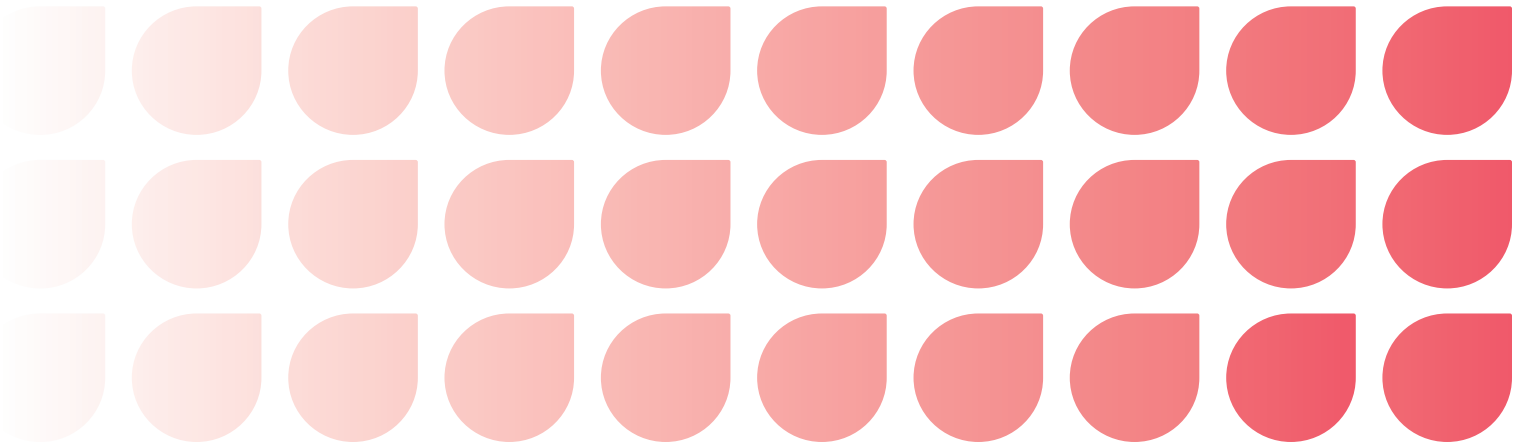
### 5.10 Dismissal

When a meeting is called for this purpose, the board of directors can dismiss one or several members of Éducaloi’s directorate. The board must inform the person(s) concerned and make sure to respect any work contract that may be in effect.

### 5.11 Filling directorate positions that become vacant

Vacant positions	Obligation of the board of directors
President of the board of directors Vice-president of the board of directors Secretary Treasurer Executive director	Fill a vacancy that occurs during the course of a mandate within a reasonable time.
Assistant secretary Assistant treasurer	If necessary or beneficial for the proper functioning of Éducaloi, fill the vacancy at an opportune time.

# Meetings



## 6. Annual meetings

At annual meetings, the partner members

- receive and examine Éducaloi's annual financial statements and the report of its independent auditors,
- elect members of the board of directors,
- examine and ratify, if deemed opportune, any regulation adopted, amended or repealed by the board of directors,
- appoint independent auditors and set their remuneration or authorize the board of directors to set their remuneration,
- examine or resolve any matter under their responsibility and validly placed on the agenda, and ,
- can hold a special meeting if necessary to examine, address or resolve any other matter.

### 6.1 Date of annual meetings

Every year, the board of directors must adopt a resolution to set the date for the annual meeting. The annual meeting must be held within four months of the end of Éducaloi's financial year.

### 6.2 Location of annual meetings

Annual meetings are held at Éducaloi's head office. The notice of meeting can also provide that the annual meeting will take place at any other location in the province of Quebec.

.....  
**Note.**

Since all meetings are "general," we now use the expressions "annual meeting" and "special meeting."

## 7. Special meetings

### 7.1 Voluntary calling of a special meeting

The board of directors or its president can call a special meeting of the members if deemed necessary for the proper administration of Éducaloi's affairs.

### 7.2 Mandatory calling of a special meeting

A partner member can submit a request to the board of directors to hold a special members' meeting. This request can also be submitted by two members of the board of directors. In all cases, the request must be in writing and signed. It must also state the objectives of the special meeting.

## Meetings

The board of directors must call the special meeting within 21 days of receipt of the request. If it does not respect this time limit, the special meeting can be called by the persons who submitted the request.

### 7.3 Location of special meetings

Special members' meetings are held at Éducaloi's head office. The notice of meeting can also stipulate that the meeting will take place at any other location in the province of Quebec.

## 8. Meeting formats

Meetings can be held in person.

Meetings can also be remote. Any means of telecommunication can be used, provided that the partner members and other persons who are called to the meeting can communicate verbally. Participating in a meeting using a means of telecommunication is sufficient to prove the presence of the members.

## 9. Notice of meetings

### Whom to send the notice to

In all cases, the notice of meeting is sent to

- partner members, and
- members of the board of directors.

For the annual meeting, the notice is also sent to

- independent auditors, and
- former independent auditors, if their presence at the meeting is required or beneficial.

### Deadline for sending the notice

The notice is sent at least 10 days before the date set for the meeting.

In calculating this timeframe, the day the notice is sent and the day the meeting is held are not counted.

### Rules for sending the notice

The notice of meeting is sent according to the rules applicable to sending corporate notices (see subsection [1.5 Addresses of partner members](#), p. 10).

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<b>Content of the notice</b>	<p>The notice of meeting must always indicate the date, time, and location of the meeting.</p> <p>If an annual meeting is held for one of the following reasons, it must be mentioned in the notice:</p> <ul style="list-style-type: none"><li>• to ratify, amend or reinstate a by-law</li><li>• to deal with an issue that is usually addressed during a special meeting</li></ul> <p>In the case of a special meeting, the notice must indicate, in general terms, all the matters that will be discussed at the meeting.</p>
<b>Urgent meeting</b>	<p>If the president of the board of directors considers that a meeting is urgent, they can decide that one business day is sufficient notice of the meeting.</p> <p>The vice-president can also make this decision if the president is absent or unable to act.</p>
<b>Meeting without notice</b>	<p>A meeting can be held without notice if all the partner members and board members are present at the meeting.</p> <p>The same applies if all the partner members, and board members who are absent, have consented to the holding of such a meeting.</p> <p>However, a meeting cannot be held without notice if one or several partner members or board members attend the meeting for the sole purpose of opposing the meeting on the grounds that it was not called in the usual manner.</p>
<b>Waiver of notice</b>	<p>A person who has the right to be notified of a meeting can waive their right to receive notice of that meeting. The waiver must be sent to the secretarial team, in writing. This can be done before or after the meeting is held.</p> <p>Any person who is present at the meeting is deemed to have waived their right to receive notification of that meeting. This rule does not apply if this person attends the meeting solely to oppose the holding of the meeting on the grounds that it</p>

was not called in the usual manner.

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## 10. Validity of meetings

A members' meeting remains valid even if one of the following circumstances arises, provided that the partner members and the board members concerned have consented to the holding of the meeting:

- The content or sending of the notice of meeting does not comply with the by-laws.
- One or more partner members did not receive the notice of meeting.
- For some involuntary reason, the notice of meeting was not sent out.

## 11. Quorum

Quorum is reached at annual and special meetings if at least the majority of representatives of the partner members are present.

Quorum must be maintained for the full duration of the meetings.

## 12. Chairing of meetings

The following persons can chair members' meetings, in this order of priority:

- the president of the board of directors
- the vice-president
- a representative appointed by a resolution of the partner members present

## 13. Procedure for meetings

The person chairing the members' meeting determines the procedure to follow throughout the meeting. Their decisions regarding the procedure are final and binding on the members.



## Meetings

The person chairing the meeting must allow partner members to speak and discuss, within a reasonable timeframe, matters that meet the following conditions:

- Their main focus pertains to Éducaloi's internal activities or affairs.
- They do not pertain to a personal claim or reparation for personal harm against:
  - Éducaloi;
  - one or several members of the board of directors;
  - one or several officers;
  - one of several partner members.

Partner members can at any time remove and replace a person who is chairing the meeting if they fail to faithfully carry out their task.

### 13.1 Adopting or rejecting resolutions

The person who is chairing the meeting must declare that a proposed resolution has been adopted or rejected. This declaration is mentioned in the minutes of the meeting. The declaration is sufficient to prove the adoption or rejection of the resolution.

The rules regarding this declaration stipulated in the previous paragraph do not apply if a vote is requested.

### 13.2 Meeting adjournment

The person chairing a meeting can at any time adjourn the meeting with the consent of the partner members present. This person can also adjourn the meeting *ex officio*, meaning on their own initiative, if they deem that it is impossible to hold the meeting in an orderly manner.

To adjourn a meeting, an announcement must be made during the meeting and the following rules must be respected.

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<b>Notice of meeting</b>	<p>In principle, it is not necessary to send a notice of meeting for the resumption of a meeting.</p> <p>However, if the adjournment lasts 30 days or more, a notice of meeting must be sent for the resumption of the meeting, as if it were a new meeting.</p> <p>A notice of meeting must also be sent if several consecutive adjournments last 30 days or more in total.</p>
<b>Reconvening a meeting and quorum</b>	<p>The reconvening of a meeting is valid if the following two conditions are met:</p> <ul style="list-style-type: none"><li>• The meeting is held according to the date, time and location announced during the initial meeting or in the new notice of meeting.</li><li>• Quorum is achieved.</li></ul> <p>If quorum is not achieved when the meeting is resumed, the initial meeting is deemed terminated at the time it was adjourned.</p>
<b>Matters that can be examined</b>	<p>Any matter that could have been examined or resolved at the initial meeting can be examined or resolved when the meeting resumes.</p>

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### 13.3 Retaining voting ballots and other documents

The secretarial team must retain the voting ballots, powers of attorney and all other documents that designate a representative and are submitted during the meeting. Éducaloi must retain these documents at its head office for a minimum of three months following the meeting.

A partner member who is entitled to vote during the meeting can, at no cost, consult and verify these documents. Their representatives can also do so.

### 13.4 Deciding vote

In the event of a tied-vote, the person chairing the meeting has the following rights, depending on the situation:

- If the person chairing the meeting has the right to vote at the meeting, they can cast the deciding vote.
- If the person chairing the meeting does not, in principle, have the right to vote at this meeting, they obtain the right to vote.

### **13.5 Written resolutions**

Partner members can adopt written resolutions that take the place of meetings. These resolutions have the same value as if they had been adopted during a meeting, provided that all the partner members eligible to vote on such resolutions sign them.

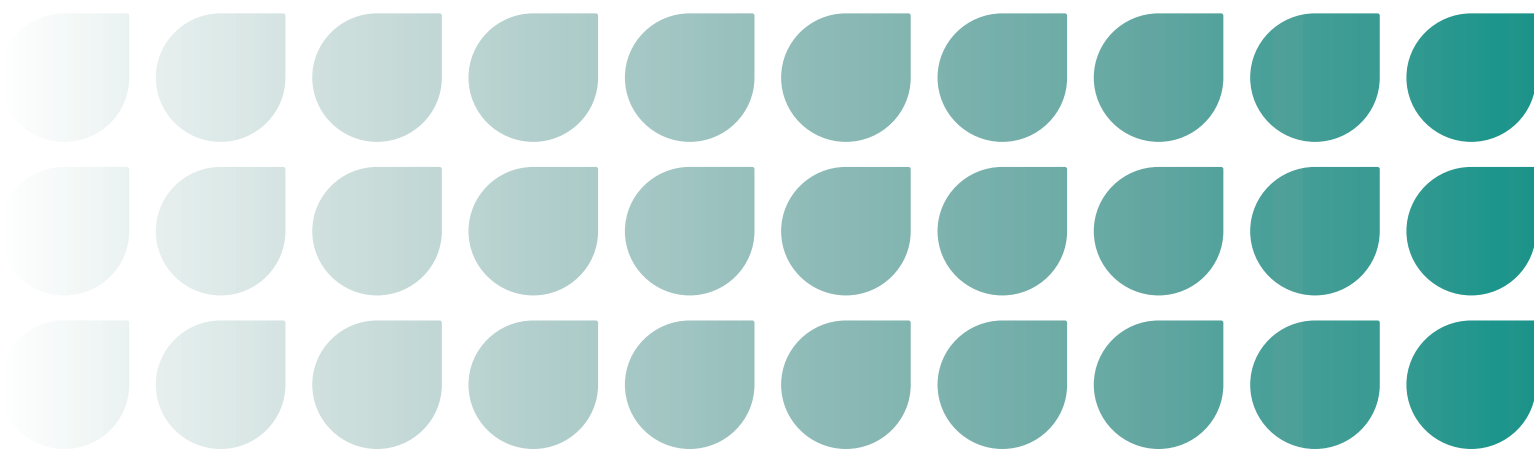
Written resolutions are kept in the book that contains the minutes of meetings and the resolutions of the partner members.

## **14. Adoption, amendment and revocation of by-laws**

The board of directors has the power to amend or revoke any provision in these by-laws. Such amendment or revocation remains in effect until the next annual meeting of the members. However, a special meeting of the members can be held before that in order to ratify the amendment or revocation.

If the amendment or revocation is not ratified by the simple majority of votes cast during the annual meeting or a special meeting, it ceases to be in effect as of the day of that meeting.

# Meetings of the board of directors



## 15. First meeting

A first meeting of the board of directors is held immediately after the annual members' meeting. The purpose of this meeting is to:

- appoint Éducaloi's officers
- address any matters raised during the meeting

This first meeting can be held without a notice of meeting and with the sole presence of the board members who attended the annual meeting. However, quorum must be reached. If quorum is not reached, the meeting must be postponed and called with a notice of meeting in accordance with the rules applicable to regular meetings (see Section 19 below, [Notice of meeting](#) at p.38).

If it is impossible to appoint certain members of the directorate at the first meeting, the positions in question do not necessarily become vacant. These appointments can take place at a later date and the outgoing members who still have the necessary qualifications can remain in their positions until this time.

## 16. Regular meetings

The board of directors holds regular meetings at such times as it may determine.

## 17. Special meetings

The board of directors can hold special meetings, in addition to regular meetings. Special meetings can be called by the president, vice-president or two members of the board of directors.

## 18. Location of meetings

<b>In person</b>	The board of directors can hold its meetings in person, at any location in the province of Quebec.
<b>Remote</b>	The board of directors can also hold its meetings remotely. Any telecommunication means can be used, provided that the board members are able to communicate verbally. Participating in a meeting using a means of telecommunication is sufficient to prove the presence of the members.

## 19. Notice of meeting

<b>Who should receive the notice</b>	The members of the board of directors have the right to receive a notice of all meetings of the board of directors.
<b>Timeframe</b>	<p>The notice of meeting must be sent at least two days before the date set for the meeting. The day on which the notice is sent and the day of the meeting are not counted.</p> <p>If the president of the board of directors considers that a meeting is urgent, they can decide that one working day is sufficient notice of the meeting. The vice-president can also make this decision if the president is absent or unable to act.</p>
<b>Rules for sending the notice</b>	The notice of meeting is sent according to the rules applicable to sending corporate notices (see subsection <a href="#">2.7 Addresses of the members of the board of directors and sending corporate notices</a> at p.15).
<b>Waiver of notice</b>	<p>A member can waive their right to receive notice of meeting in either of the following ways:</p> <ol style="list-style-type: none"><li>1. By attending the meeting of the board of directors. However, this rule does not apply if the member attends the meeting for the sole purpose of opposing the holding of the meeting on the grounds that it was not called in the usual manner.</li><li>2. By sending the waiver to the secretary, in writing. This can be done before or after the meeting is held.</li></ol>
<b>Content of the notice</b>	The notice of meeting indicates the date, time and location of the meeting.

## 20. Quorum

Quorum is reached at annual and special meetings if at least the majority of representatives of the partner members are present.

Quorum must be maintained for the full duration of the meetings of the board of directors.

## 21. Adjournment

The person chairing a meeting can at any time call adjourn the meeting with the consent of the partner members present. This person can also adjourn the meeting *ex officio*, meaning on their own initiative, if they deem that it is impossible to hold the meeting in an orderly manner.

It is not necessary to send a new notice of meeting for the resumption of the meeting. However, the person chairing the adjourned meeting must announce the date, time and location.

The meeting is validly resumed if it is held on the date, time and location announced and if quorum is reached. If quorum is not reached when the meeting resumes, the initial meeting is deemed to be terminated after its adjournment

## 22. Chairing of and voting at meetings

### 22.1 Chairing of meetings

The president of the board of directors chairs all the meetings of the board of directors.

If the president is absent or unable to act, the following persons can chair the meeting, in this order of priority:

- the vice-president
- a member of the board of directors designated for this purpose during the meeting

## 22.2 Right to vote

Every member of the board of directors is entitled to vote on any matter submitted to the board of directors.

The board members present at the meeting of the board of directors are deemed to have given their consent to all resolutions adopted during this meeting. This rule does not apply if the members express an opposing view in one of the following ways:

- Their opposition is recorded in the minutes of the discussion.
- Their opposition is submitted to the secretary, in writing, before the end of the meeting.
- Their opposition is submitted to the president of the board of directors, in writing, immediately after the meeting in one of the following ways:
  - in person
  - by any means that can prove the date of receipt
  - by submission to Éducaloi's head office

Members of the board of directors who propose, second or vote in favour of adopting a resolution cannot subsequently express opposition.

When a member of the board of directors is absent from a meeting, it is presumed that they did not approve the resolutions and did not participate in the measures taken during this meeting. To avoid any ambiguity, the member can express their opposition to these resolutions or measures within seven (7) days of the time they became aware of them.

## 22.3 Absence of a deciding vote

In the event of equality of votes, the person chairing the meeting is not entitled to a second vote or to a deciding vote.

# 23. Resolutions

## 23.1 Majority rule

The board of directors makes decisions by adopting resolutions. It adopts the



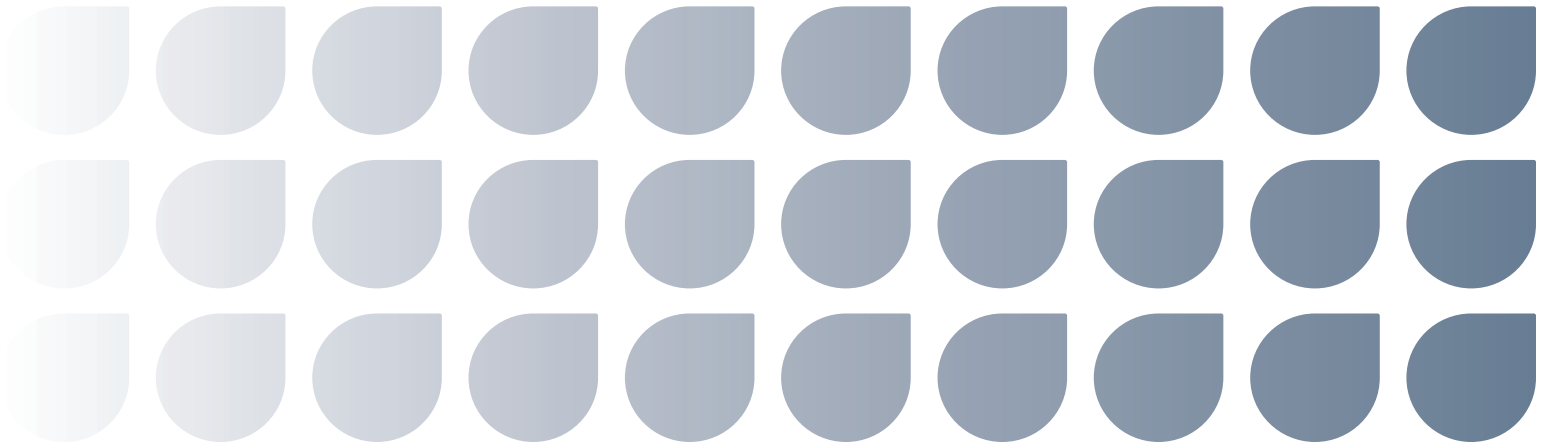
resolutions by a majority vote of the members present at the meeting.

### **23.2 Written resolutions**

The board of directors can adopt written resolutions that take the place of a meeting of the board of directors. These resolutions have the same value as if they had been adopted during a meeting, provided that all the partner members eligible to vote on such resolutions sign them.

Written resolutions are kept with the minutes of the meetings of the board of directors.

# Managing Éducaloi's affairs



## 24. Financial year

Éducaloi's financial year ends on March 31 each year.

The board of directors can change this date.

## 25. Authorization to bind Éducaloi

Any person must be authorized by these by-laws or by a resolution of the board of directors to

- bind Éducaloi under any contract or obligation, or
- engage Éducaloi's credit.

This authorization can be general or limited to specific cases.

## 26. Sums of money and assets received on behalf of Éducaloi

At any time, the board of directors can accept, collect and receive for and on behalf of Éducaloi:

- subscriptions
- donations
- inheritances
- legacies
- contributions
- benefits, indemnities and allowances
- movable and immovable property
- interests in property or in special-purpose assets

## 27. Loans, advances and guarantees

### 27.1 Authorization for loans and advances

The board of directors is authorized to borrow sums of money and obtain advances on Éducaloi's credit from the following persons and entities:

- financial institutions
- legal persons
- physical persons (individuals)
- associations
- unincorporated enterprises

The board of directors must approve the different parameters of the loans and advances, namely:

- the amount
- the terms and conditions
- the time when they are carried out

This borrowing power can be amended while respecting the particular legal conditions that apply to the adopting of by-laws with regard to loans and guarantees (for example, with regard to the required proportion of votes of the partner members).

### 27.2 Authorized guarantees

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<b>Property and assets that the board of directors is authorized to give as guarantee</b>	Any of Éducaloi's property or assets, whether: <ul style="list-style-type: none"><li>• movable or immovable</li><li>• present or future</li></ul>
<b>Admissible reasons</b>	To ensure the execution of loans, advances on credit and other debts, contracts, undertakings or obligations on the part of Éducaloi.
<b>Forms of admissible guarantees</b>	Hypothec or pledge, in particular.

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**Persons and entities for whom a guarantee can be given**

- une institution financière,
- a financial institution
- a legal person
- a physical person (individual)
- an association
- an unincorporated enterprise

**Renewal, amendment and substitution**

The board of directors can renew, amend or substitute any guarantee.

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## 28. Delegation of powers

The board of directors can delegate its powers to borrow, obtain advances and provide guarantees, in part or in whole. It therefore determines the conditions under which these powers can be exercised.

In all cases, the board of directors can only delegate such powers to the following persons:

- a member of the board of directors
- a member of the directorate
- a member of the management committee
- a member of any other committee composed of managers

The powers to borrow, obtain advances and provide guarantees are considered permanent powers. They can therefore be exercised for as long as the provisions of the section Loans, advances and guarantees are in effect.

## 29. Declarations under oath

The following persons can sign a declaration under oath related to legal proceedings that Éducaloi is involved in:

- a member of the board of directors
- a member of the directorate
- a person authorized for this purpose by a board member or a member of the directorate

## 30. Indemnities for board members, committee members and the directorate members

Éducaloi agrees to indemnify the board members, committee members and directorate members described below. The board of directors is authorized to make decisions in this regard on behalf of Éducaloi.

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### Who can be indemnified

- board members
- members of the board of directors' committees
- members of the directorate
- the succession, heirs and successors of a member of the board of directors or of the directorate

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### Conditions

#### **First situation: action, prosecution or other proceeding**

For indemnities to be paid, the board of directors must ensure that the following conditions are met:

1. The board member, committee member or officer is facing a legal or administrative action, prosecution or proceeding.
2. This action, prosecution or proceeding involves an accusation against them for an act they did, permitted or failed to do as part of their duties.
3. The acts or omissions for which the person is being accused do not constitute gross or intentional misconduct.

### **Second situation: other costs, expenses or losses**

For indemnities to be paid, the board of directors must ensure that the following conditions are met:

1. The board member, committee member or officer covers or incurs the costs, expenses or losses as part of Éducaloi's affairs.
2. These costs or expenses meet the following two conditions:
  1. They are not covered in the first situation.
  2. They do not result from the fault of the board member, committee member, or directorate member

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#### **Costs covered**

##### **First situation:**

The costs and expenses that the member covers or incurs due to a legal or administrative action, prosecution or proceeding.

##### **Second situation:**

The other costs, expenses and losses covered or incurred by the member as part of their duties.

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#### **Means of indemnification**

Directly from Éducaloi's funds.

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## **31. Insurance coverage**

Éducaloi can take out insurance to cover the liability of the following persons:

- members of the board of directors
- members of the board's committees
- members of the directorate
- Éducaloi's other mandataries
- any other person who acts or has acted as a mandatary of Éducaloi or who, at their request, acts or has acted as a mandatary for another association

## APPENDIX A

### List of partner members

On 13/ 06/ 2023

#### Éducaloi's partner members :

- Barreau du Québec
- Chambre des notaires du Québec
- Société québécoise d'information juridique (SOQUIJ)

## APPENDIX B

### List of provincial and federal departments that support the mission of Éducaloi and Éducaloi's supporting members

On 13 / 06 / 2023

#### The following provincial ministries and federal departments support Éducaloi's mission:

- Ministère de l'Éducation
- Department of Justice Canada
- Ministère de la Justice du Québec (including the Commission des services juridiques)

#### Éducaloi's board of directors has appointed the following supporting members after reviewing the candidates proposed by the above-mentioned departments:

- Maître Valérie Tardif, Regional Director General of Justice Canada
- Maître Julien-Maurice Laplante, Director, Development of Access to Justice, Ministère de la Justice du Québec



