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ASSOCIATION DES CADRES
DES COLLÈGES DU QUÉBEC



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GENERAL REGULATION

Association des cadres des collèges du Québec

(Quebec college senior management association)

Constituted under the Professional Syndicates Act on July 24, 1974

GENERAL REGULATION

Adopted by the general assembly on November 7, 2018

(Review based on the last version of the Statutes and General Regulation adopted by the general assembly on October 27, 2017)

FOR APPROVAL

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1. Generalities

1.01 Legal status

This association is constituted pursuant to the Quebec Professional Syndicates Act (R.S.Q., chapter S-40) under the name *Association des cadres des collèges du Québec* (Quebec college senior management association).

1.02 Registered office

The Association's registered office is located in the National Capital region, at the address determined by the board of governors.

1.03 Logo

The Association's logo is adopted by the board of governors.

1.04 Definition of terms

In this General Regulation, and unless the context warrants a different interpretation, the following terms shall have the meaning set out below:

- a) **Supplemental member:** Designates a member of the Association's board of governors who is appointed for the purpose of ensuring optimal representation of the Association's members.
- b) **External member:** Designates a member of the Association's board of governors who is appointed but who is not employed by an employing organization affiliated with the Association or associated with or residing at the same address as such an employee.
- c) **Association:** Association des cadres des collèges du Québec (ACCQ).
- d) **Senior manager:** A person employed by an employing organization as a department director, associate director of studies, department associate director, coordinator, or manager.
- e) **Member:** A senior manager routinely approved as a member of the Association.
- f) **Member in good standing:** An active senior manager who has paid his or her membership fees as required under the ACCQ Regulation pertaining to financial management and who is not subject to a suspension or expulsion measure on the part of the Association.
- g) **Honorary member:** Individuals who have distinguished themselves in the field of educational administration or who, owing to their merit and contribution to the Association, have been invited by the board of governors to accept an appointment.
- h) **Employing organization:** a college, a corporation formed by one or several colleges, or a non-profit organization focusing primarily on activities entrusted to one or several colleges. An employing organization other than a college must be recognized by the board of governors in order for its members to be admissible.
- i) **Local section:** Local sections are composed of members in good standing of the Association, who are employed by the same employing organization.

1.05 Interpretation rules

Terms used in the singular include the plural and vice-versa and those applying to natural persons are also applicable to legal persons, especially companies and all other nonincorporated bodies.

Should the English and French versions of this Regulation differ, the French version shall prevail.

1.06 Discretion

Where the General Regulation confers discretionary authority to members of the board of governors, the latter can exercise these powers in the manner and at the time that they deem to be in the Association's best interests.

Where no particular practice is prescribed by this Regulation with respect to governance-related obligations, the Professional Syndicates Act and the Civil Code apply in their respective scope.

1.07 Titles

The chapter titles in the General Regulation are for reference only and should not be considered in the context of interpreting their terms and provisions.

2. Mission, vision, and values of the Association

2.01 Mission

The Association's mission is to promote the role of college senior staff, defend its members' socioeconomic interests, enhance their professional development, and offer support and training.

As a major player, the Association takes a stand on various issues related to education in general and on issues relating to college education in particular.

2.02 Vision

The Association aspires to become a leader and an essential reference in the sector.

2.03 Values

The Association's values are respect, collaboration, and self-improvement.

3. Admission and membership

3.01 Becoming a member

Persons eligible for membership include those who

- a) Hold a management position in an employing organization.
- b) Apply for membership by completing the appropriate form within thirty (30) days of their appointment or hiring.
- c) Pay the membership fee provided for in the Regulation pertaining to financial management.
- d) Are accepted for membership by the CEO as per the guidelines provided by the board of governors.

Membership applications received after the aforementioned period of thirty (30) days are submitted to the board of governors, which determines special conditions as it deems appropriate.

3.02 Maintaining membership in good standing

Members who do not comply with the General Regulation are liable to expulsion or suspension. The decision to suspend or exclude a member is taken by the Association's general assembly, upon recommendation brought by the board of governors.

If the board of governors recommends a member's suspension or expulsion, it notifies the member, who is entitled to be heard by the general assembly.

Subject to section 1.05 of the General Regulation, the board of governors may suspend or expel a member who has unpaid fee arrears. Such a decision is final and binding.

That suspension can however be waived once arrears have been paid subject to approval by the board of governors.

3.03 Notice of withdrawal

Members wishing to withdraw their membership must notify the Association thereof in writing. The withdrawal becomes effective at the end of the fiscal year. Payment of the prescribed fees is mandatory until this date.

3.04 Leave without pay

Members on leave without pay may remain members of the Association if they continue to pay the fees provided for in the Regulation pertaining to financial management.

4. General assembly

4.01 Composition

The general assembly is composed of the members of the board of governors and two (2) representatives per local section elected by and among members in good standing of their local section. Any member in good standing or board member may attend general assembly meetings but only delegates and board members have voting rights.

4.02 Jurisdiction of the general assembly

- a) Adopting the strategic plan
- b) Adopting the action plan
- c) Appointing auditors
- d) Approving the financial statements and audit reports
- e) Adopting the annual budget
- f) Adopting the General Regulation
- g) Adopting the Regulation pertaining to financial management
- h) Adopting the Regulation pertaining to elections and appointments
- i) Adopting the Code of conduct for senior staff and the permanent staff of the Association

4.03 Annual general assembly

The general assembly meets once per year within five (5) months of the end of the fiscal year. The assembly meets at the place determined by the board of governors.

4.04 Extraordinary general assembly

Aside from the annual general assembly, the general assembly convenes as needed. An extraordinary general assembly can be held in-person or at a distance, or both, as determined by the board of governors.

4.05 Convening assembly meetings

The secretary of the Association convenes the general assembly upon request by the Chair and at least four (4) other board members.

The notice of meeting is sent at least seven (7) days before the date of the meeting and must indicate the location and the agenda for the meeting.

In the event of an emergency, a twenty-four (24) hour notice of the meeting is sufficient. This notification can be done by email.

A group of members representing at least ten percent (10%) of the total number of members may petition board members or the secretary to convene an annual or an extraordinary general Assembly, specifying in a written notice, the issues that they wish to have addressed. If the board members or the secretary fail to act within a time period of twenty-one (21) days following receipt of the notice, any signatory of the notice may convene the assembly.

4.06 Quorum

Representatives and board members in attendance constitute a quorum, and this is valid for the annual general assemblies and for extraordinary general assemblies of the Association.

4.07 Assembly procedure

The Association's general assembly defines the procedure to be used for meetings; failing that, the assembly procedure applied will be that provided for in the *Procédure des assemblées délibérantes* (deliberative assembly procedure rules), also referred to as the Morin Code.

4.08 Voting

Any matter submitted to the general assembly of the Association is decided by a show of hands, unless at least ten percent (10%) of assembly members request a secret ballot. Unless otherwise provided, decisions are taken by a simple majority of the votes cast. In the event of a tie vote, the chair of the board of governors has a deciding vote. Voting by proxy is not allowed.

4.09 Scrutineers

The chair of any general assembly of the Association can appoint one or several members in good standing to act as scrutineers.

5. Local sections

5.01 Becoming a member

All members of the Association in good standing are ex officio members of a local section within their employing organization.

5.02 Jurisdiction of local sections:

- a) Appointing the members of its executive
- b) Representing senior staff who are members in good standing of the Association in relation to the employing organization in order to promote and defend their professional interests
- c) Monitoring compliance with working conditions governing senior staff
- d) Notifying the Association in a timely manner of any labour relations problems involving one or several members in good standing
- e) Ensuring that the employing organization carries out the consultations provided for in the Regulation respecting certain conditions of employment of senior staff of general and vocational colleges and in its local management policy
- f) Fostering a team spirit and a sentiment of belonging at the local section of the Association
- g) Appointing general assembly representatives of the Association and forwarding, upon appointment, the names of the local section's representatives and designated board members to the Association

- h) Monitoring improvements to its members' working conditions
- i) Promoting individual and group training and professional development for its members
- j) Promoting college training development by helping draw up education-related policies
- k) Administering the local section's budget
- l) Determining its yearly action plan, as applicable
- m) Determining the local membership fee on an annual basis, where necessary

5.03 Role of the president of the local section

The president of the local section

- a) Serves as the representative of the local section members in their relationships with the employing organization
- b) Acts as a liaison between the Association and the members of the local section
- c) Informs the Association of the entering or leaving the service of the employing organization of any senior staff member
- d) Promotes member participation in the activities of the Association
- e) Welcomes new senior staff to their local section and ensures their membership within the Association

5.04 Functioning of the local section

Subject to the, the local section has full autonomy as regards its internal organization.

6. Board of governors

6.01 Composition

In accordance with the Regulation pertaining to elections and appointments, the board of governors is composed of seven (7) elected or appointed members and the CEO, who is an ex officio member of the board with no voting rights.

| Position | Method of appointment |
|-------------------------------|---------------------------------------|
| Chair (1) | Election by universal suffrage |
| Elected board members (4) | Election by universal suffrage |
| Supplemental board member (1) | Appointment by the board of governors |
| External board member (1) | Appointment by the board of governors |

6.02 Officers

Aside from the chair of the board of governors, who is elected to this position, the board appoints the other officers, i.e. the vice-chair, the treasurer, and the secretary, from among board members.

6.03 Jurisdiction of the board of governors

The board of governors

- a) Ensures the proper administration of the Association and exercises, on behalf of the Association, the powers conferred to the board under this General Regulation.
- b) Elects from among its members the officers other than the chair.
- c) Appoints committee members in accordance with the Regulation pertaining to elections and appointments.
- d) Creates, as required, ad hoc committees and appoints representatives thereof in accordance with the Regulation pertaining to elections and appointments.
- e) Receives membership applications and notices of withdrawal.
- f) Appoints honorary members as it sees fit.
- g) Adopts the job description for the position of CEO and determines the CEO's salary.
- h) Hires the Association's CEO.
- i) Chooses the financial institution with which the Association will do business.
- j) Appoints the individuals authorized to sign banking operations and to carry out transactions on behalf of the Association.
- k) Proposes to the general assembly amendments to the General Regulation, the Regulation pertaining to elections and appointments, the Regulation pertaining to financial management, and the Code of conduct for senior staff and the permanent staff of the Association.
- l) Adopts the policies of the Association.
- m) Proposes the agenda for the annual general assembly meeting.
- n) Aside from the powers and authority conferred to it under this General Regulation, the board of governors can exercise, on behalf of the Association, the powers that are not explicitly reserved to members meeting in general assembly under this General Regulation.

6.04 Frequency of meetings

The board of governors meets at least five (5) times per year. The board can also meet on the chair's request or at the request of three (3) other members as often as required to manage Association business.

6.05 Convening notices

The secretary convenes board of governor meetings by issuing a convening notice which indicates the location, date, time, and purpose of the meeting. Save for an emergency, convening notices are addressed in writing to each member at least five (5) days before the meeting.

6.06 Quorum

The quorum for the board of governors' meetings is five (5) members. This quorum must be maintained throughout the meeting.

6.07 Voting

Each board member has the right to one vote and all issues submitted to the board of governors shall be decided by a simple majority of the voting members. Voting is by show of hands, unless the meeting chair or a board member requests a secret ballot. If voting is done by secret ballot, the secretary acts as scrutineer and counts the ballots. Voting by proxy is not allowed at board meetings.

6.08 Electronic participation

Any board members may, with the consent of all the other attending members, take part in a board meeting through electronic means, including telephone, enabling the electronically connected board member to communicate with the other members participating in the meeting. In this case, the electronically connected member is deemed to be present at the meeting.

6.09 Waiver of notice of a meeting

Notice of any board of governors meeting, a change to such a notice, and even the holding of the meeting, may be waived by any board member by postal or electronic mail addressed to the registered office of the Association. In order to be valid, such a waiver must be submitted before, during, or after the meeting. Attendance at a meeting constitutes a waiver of notice, unless the board member attends the meeting for the express purpose of objecting to the holding of the meeting by arguing, among other things, that the meeting was not lawfully called.

6.10 Passing of a resolution in lieu of holding a meeting

Written resolutions, signed by all board members with voting rights in regards to said resolutions at board meetings, have the same status as if they had been adopted in the course of a meeting. Voting by electronic mail is deemed to be signed in due form. A copy of such resolutions must be kept with the minutes of the meetings of the board of governors.

6.11 Adjournment

The chair of the meeting may, with the consent of the attending members, adjourn any meeting of the board of governors to a date and a location that the chair determines, without having to give another notice of meeting to the members, unless the time lapse between the initial meeting and the reconvened meeting exceeds the maximum time allowed for calling a meeting. At the reconvened meeting, the board of governors may validly deliberate in accordance with the procedure established at adjournment, provided that quorum is attained. If quorum is not reached at the reconvened meeting, the meeting is deemed to have ended at the time of adjournment of the previous meeting.

6.12 Voting by the chair of the board of governors

In the event of a tie vote in the context of a board of governors meeting, the chair of the board of governors has a deciding vote.

7. Standing committee

7.01 Composition of the standing committee

The standing committee is composed of the CEO, the chair of the board of governors, and the treasurer.

7.02 Jurisdiction of the standing committee

Aside from the powers conferred to it by the Regulation pertaining to financial management, the standing committee

- a) Assists, as needed, the CEO in managing the routine business of the Association.
- b) Adopts the Association's human resource management of personnel policy.
- c) Manages investments in accordance with the investment policy.
- d) Fulfills the mandates entrusted to it by the board of governors.
- e) In the event of an emergency, the standing committee can make decisions that rest within the jurisdiction of the board of governors. In such cases, the standing committee must notify the board of governors as soon as possible thereof.

8. Labour relations committee

8.01 Composition of the labour relations committee

The labour relations committee is composed of

- The assistant director for labour relations, who is in charge of the committee.
- The Association's CEO.
- Five (5) members appointed in accordance with the Regulation pertaining to elections and appointments.

8.02 Jurisdiction of the labour relations committee

- a) Advises the board of governors in matters relating to labour relations.
- b) Conducts the studies necessary in order to achieve the objectives of the Association as regards this area, in accordance with the decisions of the governing bodies of the Association.
- c) Appoints appeal committee chairs.
- d) Reports on its activities to the board of governors.
- e) Carries out any other mandate assigned by the board of governors.

9. Professional affairs committee

9.01 Composition of the professional affairs committee

The professional affairs committee is composed of

- The assistant director for professional affairs, who oversees the committee.
- The Association's CEO.
- Five (5) members appointed in accordance with the Regulation pertaining to elections and appointments.

9.02 Jurisdiction of the professional affairs committee

- a) Advises the board of governors in matters relating to professional affairs.
- b) Monitors the quality of training offered by ACCQ.
- c) Analyzes and, if needed, presents proposals with a view to maximizing members' professional development.
- d) Prepares the thematic organization of the biennial symposium.
- e) Reports on its activities to the board of governors.
- f) Assists permanent staff in carrying out their mandate.
- g) Carries out any other mandate assigned by the board of governors

10. Duties of the officers and of the CEO

10.01 Chair of the board of governors

The chair of the board of governors runs meetings of the general assembly and of the board of governors.

The chair performs the duties generally associated with the chair of the board of governors, along with duties that can be conferred by the board.

The chair submits the annual program at the general assembly of the Association and reports on the fulfillment of his or her mandate and that of the board of governors.

10.02 Vice-chair

The vice-chair assists the chair of the board of governors in performing his or her duties and, in the event where the latter resigns, is absent, or unable to act, the vice-chair assumes ex officio the duties of the chair in accordance with Regulation pertaining to elections and appointments.

10.03 Secretary

The secretary is in charge of the archives, documents, and valuables of the Association, signs the minutes of general assembly meetings, and performs any other duties assigned by the board of governors.

10.04 Treasurer

The treasurer acts as comptroller of finance for the Association. Every quarter, the treasurer reports the state of the finances of the Association to the board of governors. He or she presents the audited financial statements at the annual general assembly meeting and performs any other duties assigned by the board of governors.

10.05 CEO

Under the authority of the Board of governors, the CEO

- a) Is the Association's top leader and official spokesperson.
- b) Conducts current business and manages the permanent staff.
- c) Ensures the implementation of the strategic plan and the action plan of the Association.
- d) Implements the decisions made by the board of governors.
- e) Takes charge and ensures implementation of all the administration-related tasks of the Association.
- f) Chairs the standing committee and labour relations committee meetings.

11. Various provisions

11.01 Amendments to the General Regulation

This General Regulation can be amended, revoked, or replaced by resolution of the general assembly of the Association on written request of the board of directors or of five (5) members in good standing of the Association. In order for an amendment to be adopted, it must be preceded by an amendment notice forwarded to all local section presidents no more than fifteen (15) days before the holding of the general assembly of the Association, clearly stipulating the proposed amendment, as well as the sections that the requested changes relate to.

All amendments are submitted to the general assembly of the Association by way of a resolution and they are adopted by a majority of two-thirds of the votes cast.

12. Transitional provisions

12.01 Quorum

Notwithstanding section 6.05 of this General Regulation, quorum shall consist of four (4) board members for the period of ninety (90) days following the annual general assembly that adopts this General Regulation.