



No Excuses No Limits Movement (NENL)

BY LAWS

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DEFINITIONS

Wherever possible, words used in these Bylaws have the same definitions as in the Companies Act.

<i>Board Administrator</i>	Member of the board
<i>Board</i>	The volunteers who make up the Board of Directors elected by the Members of the organization.
<i>Board Officer</i>	Member of the Board of Directors who are also the Executive Officers with a specific executive title, such as Chair, Vice-Chair, Treasurer or Secretary
<i>Bylaws</i>	The rules by which the organization conducts its business.
<i>Conflict of interest</i>	A situation in which a board, staff or committee member could benefit personally from a decision made by the organization. The "conflict of interest" signifies that the person's benefit could be in conflict with the best interest of the organization. The bylaws have rules for dealing with conflict of interest situations.
<i>Dissolution</i>	The organization stops operating and no longer exists, as agreed upon by the members at a Special General Meeting.
<i>Fiscal</i>	Related to money or finance.
<i>Fiscal year</i>	The 12-month time period for financial records and reports. The fiscal year of NENL starts on the 1st of January and ends on the 31st of December.
<i>Financial statements</i>	A financial report prepared by a qualified accountant.
<i>Legal or administrative action</i>	Being sued or fined
<i>Members</i>	Members are further described in Article 7.
<i>Motion</i>	A statement beginning with "I move that..." or "Motion to..." on which Board or organizational members are asked to vote "in favour" "opposed" or "abstain."
<i>Proxy voting</i>	This refers to a member arranging for another member to vote on their behalf if they are not able to be present for a Special General meeting or Annual General meeting.
<i>Quorum</i>	The minimum number of members that must be present to conduct business at a Board meeting, Special General meeting or Annual General meeting
<i>Reimbursement</i>	Money paid back to a person who spends their own money on expenses related to NENL (with prior approval)
<i>Remuneration</i>	Money paid to a person for providing a service (wages or fees).
<i>Staff</i>	The paid workers who have been hired by the organization, also referred to as "employees" or "contractors".
<i>Special Resolution</i>	A motion that requires 14 days advance notice to members and $\frac{2}{3}$ of those voting to vote in favour to be approved at an AGM or SGM.

I. GENERAL PROVISIONS - THE ORGANIZATION

Article 1 – Corporate Name

The corporate name of the Corporation, also called the Organization hereafter, is No Excuses No Limits Movement / Mouvement Pas d'Excuses Pas de Limites (NENL).

Article 2 – Incorporation, Territory, Registered Office and Structures

2.1 The present organization was incorporated federally initially as "RAD movement / Mouvement RAD" on July 20th, 2016, with an updated registration under "No Excuses No Limits Movement / Mouvement Pas d'Excuses Pas de Limites" on May 30, 2023. In addition, the organization was registered provincially as a non-profit organization in Quebec under NEQ 1179008835 on August 22, 2023.

The work of NENL is carried on without the purpose of gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the organization's purposes.

2.2 The organization is headquartered in Canada and engages in some activities internationally.

2.3 The registered head office of NENL is 12-3894 St Catherine St E, Montreal, Quebec H1W 2G4 or at any other place determined by the Board of Directors.

2.4 The present organization is composed of the members, the Board of Directors, staff and volunteers.

Article 3 – Mission & Vision

Mission:

NENL fosters inclusion, collaboration, well-being and mentorship through producing empowering experiences that unite dance and disability communities.

Vision:

By empowering individuals to discover and develop their potential, we are forging a path where excuses fade and limitless possibilities are created! No Excuses, No Limits!

To this end, the Organization is authorized to receive donations, bequests, in-kind contributions, cash, securities, or real estate, to manage such donations, and to organize fundraising campaigns for charitable purposes.

Article 4 – Objectives

Objectives of the No Excuses No Limits Movement:

4.1. To advance the public's appreciation of the arts by:

- presenting high quality, professional, and inclusive dance performances, presentations, and events in public spaces, including educational institutions,

theatres, and hospitals, in Canada and internationally; and by offering forums for qualified artists, including artists with disabilities, to exhibit, present, and perform their artistic works through participation in such events;

- organizing and providing inclusive dance festivals and events that feature high-quality artistic performances in public places, and by advancing the public's understanding and appreciation of accessible and inclusive dance and through participation in such events and related workshops.

4.2. To advance education in inclusive and accessible dance by:

- offering motivational conferences, presentations, and public awareness activities for schools and the general public that foster understanding of disability, build resilience, help prevent bullying among youth, and promote social inclusion;
- offering inclusive dance classes, camps, workshops, and mentorship programs that are accessible to individuals of all ages, experience levels, and abilities, and that promote the full participation and inclusion of people with disabilities in dance, including breakdancing and other dance styles;
- providing professional development workshops and training for dance artists and educators on inclusive practices, with a focus on integrating individuals with physical disabilities into both recreational dance programs and professional performances;
- providing coaching services and accessibility certification to dance studios to support their transition toward fully accessible and inclusive practices.

4.3. To relieve conditions associated with disability by:

providing inclusive dance classes, workshops, and camps with specially adapted services, equipment, and qualified personnel for children, youth, and adults with disabilities, in order to support physical and mental well-being, foster participation in inclusive artistic and creative processes, develop skills and competencies, and promote social inclusion.

4.4. To promote excellence in the inclusive dance industry in Canada and internationally, particularly for artists with disabilities, by:

organizing and operating inclusive dance competitions and events that award merit-based prizes, awards, and recognition in breakdancing and other dance styles or artistic disciplines.

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

II. MEMBERS

Article 5 – Becoming a member of the organization - Eligibility

Eligibility

5.1 Any person, aged 18 years or more and demonstrating interest in the mission and goals of the organization, is eligible to become a member of the corporation (2 year membership)..

5.2 Any person wishing to become a member of the organization may apply by completing the [membership form](#). The board reserves the right to review and approve applications for membership. An applicant becomes a member of the organization once the board votes to accept their application. Any person has the right to apply for membership, provided that they are aligned with the mission, values, and programs of the organization, and provided that they present no immediate risk or conflict of interest to the organization.

5.3 Active Membership

A person becomes a member upon admission under section 5.2. Membership remains active when existing members confirm their intention to renew at the end of their 2 year term, either in writing or by email, no later than December 31 of each year.

5.4 Lapsed Membership

A membership shall be considered lapsed if a member fails to confirm renewal by December 31. Lapsed members forfeit their rights and privileges of membership but may reapply for admission under section 5.2. However, in cases of emergency or extenuating circumstances, a member may request an extension in writing. During the extension period, the member temporarily forfeits their rights and privileges until renewal is confirmed.

Article 6 – Membership categories

The organization has the following membership categories:

1. Board Members
2. Creative Members
3. Advisory Members

Article 7 – Members’ Rights

7.1 Board Member (Voting Members)

Board Members shall constitute the governing body of the Corporation and shall have full voting rights as provided herein.

Rights and Responsibilities:

- Board Members shall be entitled to vote on all matters submitted to a vote of the Board of Directors.

- Board Members shall have the authority and responsibility to establish policies, approve budgets, and oversee the strategic direction of the Corporation.
- Board Members shall attend all regular and special meetings of the Board. If a Board Member cannot attend, they must notify the Chair or Secretary in advance.
- A Board Member who cannot attend may authorize another Board Member to vote on their behalf by providing a written proxy (letter or email) to the Chair or Secretary prior to the meeting. No Board Member may hold more than one proxy at a time. **Proxy voting shall not apply to matters requiring unanimous consent, amendments to the Bylaws, or other matters as determined by the Board.**
- Board Members may serve on committees and shall act in accordance with their fiduciary duties to the Corporation.

Eligibility and Appointment:

Board Members shall be elected or appointed in accordance with Article IV of these Bylaws. Candidates must submit a completed membership application form and demonstrate alignment with the mission and purpose of the Corporation, as well as satisfy any additional criteria established by the Board

7.2 Creative Members (Non-Voting Members)

Creative Members shall be individuals who are committed to the mission of the Corporation and who participate by offering ideas, creative input, and non-binding recommendations for the advancement of the Corporation's objectives. This class of membership may include, but is not limited to, employees, staff, volunteers, artistic collaborators, program participants, and affiliated creatives, including members of ILL-Abilities and other aligned contributors.

Rights and Responsibilities:

1. Creative Members may attend designated meetings, events, creative sessions, or strategic discussions as invited by the Board or its designees.
2. Creative Members may contribute ideas, feedback, and support for programs, campaigns, and organizational initiatives in alignment with the Corporation's mission.
3. Creative Members shall not have any voting rights and shall not be considered Directors or officers of the Corporation under these Bylaws or applicable law.
4. Creative Members may be called upon to assist with initiatives, events, or projects requiring creative or programmatic support.
5. **Attendance Notification:** Creative Members are encouraged to attend meetings, events, and sessions as invited. If unable to attend, they should provide prior notice to the Board or meeting organizer.

Eligibility:

Creative Members shall be admitted upon submission of a completed membership application form and recommendation by the Board or a designated committee, based on demonstrated alignment with the Corporation's vision, creative contributions, and/or participation in organizational initiatives.

7.3 Advisory Members (Non-Voting Members)

Advisory Members shall be individuals with professional, technical, or subject-matter expertise who volunteer their services and provide consultative support to the Corporation.

Rights and Responsibilities:

1. Advisory Members may offer guidance, advice, or mentorship in their areas of expertise upon request by the Board or Executive Officers.
2. Advisory Members may be invited to attend Board meetings in a non-voting, advisory capacity.
3. Advisory Members shall have no voting rights and shall not be deemed Directors or officers of the Corporation.
4. **Attendance Notification:** Advisory Members are encouraged to attend meetings, events, and sessions as invited. If unable to attend, they should provide prior notice to the Board or meeting organizer.

Eligibility:

Advisory Members shall be appointed by the Board following submission of a completed membership application form, based on their qualifications, experience, and willingness to serve in a volunteer advisory role.

Article 8 – Members' Address

All members must provide either a physical address or an email address to which notices can be sent. If no address is on file, notices shall be sent to the address deemed most appropriate by the sender. It is the responsibility of the Secretary of the Board to maintain an up-to-date list of all members and their contact information.

Article 9 – Ending Membership

Membership in the organization may end in the following ways:

1. **Resignation:** A member may resign at any time by providing written notice to the President or Secretary. The resignation takes effect upon acknowledgment of receipt.
2. **Non-Renewal:** A member who does not renew their membership for two consecutive years shall no longer be deemed a member of the organization.
3. **Expulsion:** A member may be expelled by the membership in accordance with the procedures set forth by the Board and these Bylaws.

Article 10 – Suspension or Expulsion of Members

- Members may be suspended or expelled for serious reasons, including acting contrary to the best interests of the organization, engaging in unlawful activities, threatening other members, or failing to uphold the values, policies, or code of conduct of the organization.
- Before any suspension or expulsion, the member shall be given an opportunity to present their case to the Board and the members' assembly.
- A suspension or expulsion requires the approval of at least two-thirds ($\frac{2}{3}$) of the voting members present and voting at an Annual General Meeting (AGM) or Special General Meeting (SGM).

III. GENERAL MEETINGS OF MEMBERS

Article 11 – Annual General Meeting (AGM)

11.1 The Annual General Meeting must be held within one hundred and twenty (120) calendar days following the end of the Organization's fiscal year, on a date and place set by the Board of Directors. The Organization's fiscal year starts on January 1 and ends on December 31.

11.2 Robert's Rules of Order is the accepted form of procedure at the organization's AGMs and SGMs.

Article 12 – Special General Meeting (SGM)

12.1 Special General Meetings (SGMs) may be convened at any time by a majority vote of the Board.

12.2 Special General Meetings will be held at the registered office or another location determined by the Board of Directors.

12.3 A request for an SGM must:

- a. Identify the names of Members who request the meeting;
- b. State the reason(s) for meeting, and
- c. Provide a draft of all motions to be voted on.

Article 13 – Notice & Agenda of AGMs and SGMs

13.1 A special general meeting must be held within 35 calendar days after the President and/or the Secretary receives the written request.

13.2 Based on recommendations by the Board that meet accessibility needs, the Board decides on a place and time for the annual general meeting. Meetings can also be held online or be hybrid (online and in person). Every agenda must include an item entitled “Varia,” under which members may provide announcements or general updates.

13.3 A notice specifying the nature, location, date, and time of any General Meeting must be sent to each member as per the address or email on file with the Board Secretary at least fourteen (14) calendar days before the Annual General Meeting or at least 24 hours before a Special General Meeting.

13.4 Minor irregularities in the notice or its delivery, as well as inadvertent omissions, do not invalidate the proceedings of the meetings.

13.5 The Agenda and Powers of the Annual General Meeting

The General Meeting holds the rights and powers by the Law to:

- Review and approve the minutes from the previous AGM and/or SGM
- Approve changes to the bylaws;
- Accept Annual Activity Reports;
- Vote to accept the Annual Financial Statements and consult the books;
- Elect the Members of the Board;
- Vote to approve the Accountant who will conduct the audit or notice to reader;
- Voting on expelling a member;
- Voting on a potential dissolution of the organization if required and, in this case, voting on transferring any remaining assets to another non-profit organization with a similar mandate.
- Any other business that is deemed appropriate by a majority of members present at the meeting

Article 14 – Quorum, Acts, and Decisions

14.1 Quorum

For any Annual or Special General Meeting, a quorum shall consist of a majority (more than 50%) of voting members.

14.2 Decisions

Decisions made by a majority of voting members present at an AGM or SGM are binding, unless otherwise required by law, the Corporation’s articles of incorporation, or these Bylaws.

Article 15 – President and Secretary of the Meeting

15.1 The President or another appointed person by the Board presides over the Annual and Special General Meetings.

15.2 The Secretary of the Organization or another appointed individual acts as the Secretary for these meetings.

Article 16 – Voting

At member AGMs and SGMs, voting members each have one vote, including the President.

- Proxy voting is permitted, however, members are encouraged to participate in the meetings.
- Unless otherwise stated, decisions are made by a simple majority (50% + 1).
- Voting is conducted by a show of hands unless a secret ballot is requested by any member.

If a secret ballot is requested, the assembly appoints two neutral scrutineers to distribute, collect, and count the ballots.

Article 17 – Resolutions

Resolutions and motions of the Board at Board meetings must be adopted during duly convened Board meetings or via email. If the resolution is sent out via email, there must be sufficient information accompanying the request to allow Board members to make informed decisions.

IV. BOARD OF DIRECTORS

Article 18 – Number of Board of Directors

The Organization is managed by a Board of Directors consisting of 3 to 7 members.

Article 19 – Board Members' Eligibility

Any member in good standing is eligible for election to the Board of Directors, except for current employees and contractors. Outgoing members of the board are eligible for re-election if they haven't reached their maximum number of terms.

Article 20 – Term of Office for Board members

20.1 A Board member shall take up their duties at the end of the meeting during which they were appointed or elected.

20.2 New board members' first term will be one (1) year; reelected board members' terms will be two (2) years, to ensure overlap in new and reelected board members and knowledge transfer. A "year" for this section of the document constitutes from one Annual General Meeting to the next.

20.3 A board member cannot be elected for more than three (3) consecutive two-year terms for a maximum of six (6) consecutive years. The initial one-year term does not count toward this six (6) year limit. A Board Member may then run for re-election after a leave of absence of at least one year.

20.4 A Board member remains in office until their term ends, their successor is elected, or they resign, pass away, or are otherwise disqualified.

Article 21 – Election of Board Members

21.1 Board Members are elected by regular members at the Annual General Meeting or Special General Meeting.

21.2 Prospective board candidates must submit a written statement of interest to the NENL at least seven (7) days before an AGM/SGM.

21.3 All board members running for election will be required to introduce themselves, share a bit about their experience and motivation for joining the board and answer potential questions from members present at the AGM, before voting.

21.4 Each voting member at the AGM may vote on the board candidates that they would like to fill the vacant seats. They can only vote for each candidate one time. The candidates who receive the most votes are elected to the Board.

21.5 In the case of a tie between two (2) or more potentially elected candidates, voting members are asked to cast their votes again. They only vote for the exact number of available vacant seats. The candidates who receive the most votes are elected for the vacant seats.

21.6 A Board member shall take up their duties at the end of the meeting during which they were appointed or elected (AGM, SGM or Board meeting).

Article 22 – Resignation of a Board member

A Board member ceases to serve upon:

- Submitting a written resignation to at least two other Board members with a seven (7) day notice.
- Passing away or health challenges.
- Loss of membership in good standing.
- Being removed (see Article 23).

Article 23 – Removal of a Board member

23.1 Members may remove a director of the board by a two-thirds (2/3) vote at a SGM/AGM. The Board member subject to removal must be notified and may present their case at the assembly or submit a written statement.

23.2 The Board may remove a Board member for various reasons, when the Board member does not act in the best interest of the Organization. Examples include, but are not limited to:

- Missing three (3) consecutive meetings without giving notice or a reasonable explanation.
- If they are found guilty of mismanaging funds
- If they engage in any unlawful activity

- If they are found guilty of discrimination or harassment of staff, volunteers or members.
- If any information is shared at a Board meeting that reveals a major conflict of interest in their role as a Board member
- If they persist in working and communicating in a manner that is not in line with the values and mission of the Organization, despite receiving feedback and an opportunity to improve in these areas

23.3 Process of removal from the Board

Removal of executive title:

The Board of Directors may remove the title of a Board Officer (Chair, Vice-Chair, Treasurer, Secretary), provided they have granted a meeting for the Officer to explain their case. The Board of Directors must reach a consensus to remove the title of the Board Officer, and then said Officer will lose their specific powers but will continue as a Board of Director.

Complete Removal from the Board of Directors:

- A Board member may propose the removal of a given Board member to the other Board members in writing, giving reasoning for the request for the removal.
- The Board member who may be removed from the Board should first be allowed to present their experience or explain before leaving the meeting to allow for the vote.
- A vote is then held. Ideally, the vote is done openly so that each remaining Board member knows how the other is voting. The vote passes when a consensus is reached among the Board members (excluding the Board member in question due to conflict of interest) agreeing that this Board member is to be removed from the Board. Their removal is effective immediately.

NOTE: In the case that a Board member is voted off the Board, they are still a member of the organization, according to these by-laws, and at a subsequent AGM or SGM, it may be proposed that this person's membership be revoked.

Article 24 – Vacancies

The Board may fill any vacancy for the remainder of the term of the outgoing member of the Board on an interim basis till the next AGM or SGM. The interim board member then may be elected through the established processes to become a member of the Board.

Article 25 – Remuneration

Directors of the Board are not compensated for their services but may be reimbursed for expenses incurred while performing their duties that have been previously approved by the Board President or Executive Director.

Article 26 – Indemnification

The Organization indemnifies members of the board, officers, and representatives against liability and reasonable costs incurred while performing their duties, except in cases of gross negligence or intentional misconduct.

Article 27 – Conflicts of Interest

The Board of Directors must disclose any personal interest in transactions involving the Organization and abstain from voting on related resolutions.

Article 28 – Duties of the Board of Directors

28.1 The purpose of the Board is to provide overall direction to the Organization. Members of the Board are responsible for managing the Organization's affairs per its bylaws, incorporation documents, and applicable laws.

28.2 The Board is elected by the membership to administer the affairs of the organization.

28.3 The Board undertakes all actions necessary to accomplish the organization's goals according to the organization's law, mission, vision, values, and bylaws.

28.4 The Board can propose new bylaws to the membership at an SGM or AGM as needed, approve policy, and make decisions that forward the organization's goals.

28.5 The Board, in collaboration with the Executive Director, hires, evaluates and can dismiss staff members, approves the proposed budget, authorizes expenses and contractual arrangements and sees to the application of the bylaws and the resolutions it makes.

28.6 The Board is responsible for:

- a. Ensuring that the organization is fulfilling its mission,
- b. Approving, signing and filing official contracts and documents as needed
- c. Ensuring that services are run smoothly,
- d. Overseeing the proper financial management of the Organization,
- e. Ensuring that the hiring, onboarding and evaluation of staff is managed by committees and offering support as needed.
- f. Supporting the staff with and taking the lead on any challenging situation that arises related to HR e.g. disciplinary situations, inter-staff conflicts (etc).
- g. Overseeing the planning and execution of AGMs and SGMs
- h. Ensuring that the workplace is safe, empowering and free from discrimination and that any incident related to this is dealt with according to the Bylaws, policies of the organization and the law
- i. Intervening in any situation of conflict and/or arranging for outside mediation to resolve conflicts
- j. Regularly reviewing salaries and working conditions to ensure a competitive and just environment.
- k. Reviewing and updating policies as needed in collaboration with committees

28.7 To carry out its purpose, the Board may take any steps it considers necessary on behalf of the Organization, in line with:

- a. the Companies Act of Quebec, or
- b. The Organization's bylaws and policies, or
- c. A vote passed on a Special Resolution at NENL AGM or SGM.
- d. Any other provincial or Federal law that pertains to the situation

Article 29 – Meetings of the Board of Directors

29.1 The Board holds its first meeting within thirty (30) days of the Annual General Meeting and meets at least four (4) times a year.

29.2 Meetings may be called by the President, Vice-President, or any two (2) members of the board, with proper notice given to all Board members.

29.3 Notices may be sent by post (5 days in advance), or email (48 hours in advance). A shorter notice (24 hours) is acceptable for phone or in-person notices.

29.4 Quorum: A quorum for Board meetings is 50%+1 of the elected members of the board.

29.5 Adjournments: Meetings may be adjourned by a majority vote of present members of the board.

29.6 Decisions: Decisions are made by a majority vote (50%+1) of members of the board present. In the event of a tie, more time can be designated to discuss the matter depending on the urgency of the situation during the same meeting or at the next meeting. If afterwards there is still a tie in the vote, the President casts the deciding vote.

29.7 Meeting Chairperson: The President chairs Board meetings. In their absence, the Vice-President or another member of the board chosen by the Board may preside.

29.8 Secretary of the Meeting: The Secretary records minutes of Board meetings, maintains records, provides minutes for the actual meeting from the meeting(s) before, and manages correspondence.

V. OFFICERS

Article 30 – Officers of the Organization

30.1 Designation: The Organization's officers include the President, Vice-President, Secretary, Treasurer, and any other positions established by the Board. They are also called the Executive Committee members of the Board.

30.2 Election: Officers are elected at the first Board meeting following the Annual General Meeting. In the case where there are multiple nominations for one position, a secret ballot will be cast to decide who will occupy the position. Self-nominations are permitted.

30.3 Duties: Officers perform the responsibilities typically associated with their positions and any additional tasks assigned by the Board.

30.3.1 The Chair is responsible for:

- Facilitating Board meetings and ensuring agendas are prepared and distributed in advance, and that a quorum is attained;
- Facilitating SGMs or AGMS, in the absence of an external third party facilitator;
- Ensuring that Board members and Organizational members receive adequate information to make informed decisions;
- Ensuring the Board and ED follow the organization's policies;
- Acting as head of the HR committee;
- Providing additional support and guidance to the Executive Director regularly;
- Acting as spokesperson for the Organization, as agreed upon with the Executive Director;
- Intervening in crisis situations, in partnership with the ED;
- Overseeing the performance evaluation and salary reviews of the ED.

30.3.2 The Vice-Chair is responsible for:

- Assisting the Chair;
- Carrying out the Chair's duties when the Chair cannot do so, or when the Chair requests the Vice-Chair to do so.

30.3.3 The Treasurer is responsible for:

- Ensuring the proper management of the finances of the organization;
- Liaising with the Executive Director, the auditor and the finance committee on a quarterly basis to review the Organization's finances;
- Arranging for the annual financial review or audit together with the Executive Director, the auditor and the finance committee;
- Preparing a financial presentation alongside the Executive Director, the auditor and the finance committee for any AGM or SGM as needed;
- Ensuring the adequate management of finances of the organization;
- Ensuring the proper handling of confidential financial information;
- Ensuring sufficient cash flow to support regular operations.

30.3.4 The Secretary is responsible for:

- Preparing and keeping the minutes of Board of Directors meetings, SGMs and AGMs;
- Following up with tasks that were decided upon at the Board of Directors meetings;
- Maintaining and keeping the membership list of the organization up to date and ensuring that it is available at all AGMs and SGMs;
- Liaising with the Membership Committee to maintain the membership form and active membership list;

- Overseeing and ensuring that government paperwork is filed annually and kept for the appropriate amount of time

Article 31 – Committees

The Board may establish committees to support its work and delegate specific tasks to the committees as needed. Committee members may include Board members, staff, or other individuals approved by the Board. These committees may include HR, finance, ad hoc, hiring, etc.

Article 32 – Human Resources

The Organization may hire staff or external consultants to fulfill its mission, and it is the responsibility of the Executive Director of the organization. It is, however, the responsibility of the Board of Directors to hire the Executive Director.

VI. FINANCIAL PROVISIONS

Article 33 – Financial Year

The Organization's fiscal year starts on January 1 and ends on December 31.

Article 34 – Auditor, Records, and Financial Statements

34.1 Auditor: An Audit or a notice to reader will be carried out every year by an independent and qualified accountant. The accountant is appointed by the Members each year at the previous AGM.

34.2 Records: The Organization maintains required financial and operational records at its registered office and/or online on NENL's Drive.

34.3 Financial Statements: Annual financial statements are presented to members at the Annual General Meeting and are made available to any member or partner who requests them

Article 35 – Banking

The Board designates at least two authorized signatories for checks and financial instruments.

VII. OTHER PROVISIONS

Article 36 – Declarations

The Organization's officers may represent the organization in legal or financial matters, including responding to court orders and signing official declarations.

Article 37 – Adoption and Amendments to General Regulations of Bylaws

The Board may propose the adoption or amendment of by-laws, which become effective only when ratified at the next Annual General Meeting or Special General Meeting.

Article 38 – Liability Insurance

The Organization maintains liability insurance for its Board of Directors and officers, subject to exclusions for gross negligence or intentional misconduct.

Article 39 – Dissolution and Liquidation

Upon dissolution, the Organization's remaining assets are transferred to one or several recognized charitable organizations with a similar mission.

Article 40 – Effective Date of General Regulations

These regulations come into effect immediately upon ratification by the members at a SGM/AGM.