

**BY-LAWS**  
**BREASTFEEDING COMMITTEE FOR CANADA**  
**LE COMITE CANADIEN POUR L'ALLAITEMENT**  
**(April 2016)**  
**TABLE OF CONTENTS**

	Page
<b>ARTICLE 1: PREAMBLE</b>	<b>2</b>
<b>ARTICLE 2: INTERPRETATION and DEFINITIONS</b>	<b>2</b>
2.1 Interpretation	
2.2 Definitions	
2.3 Further Interpretation	
<b>ARTICLE 3: OBJECTS OF THE BREASTFEEDING COMMITTEE FOR CANADA</b>	<b>3</b>
<b>ARTICLE 4: REGISTERED OFFICE</b>	<b>3</b>
<b>ARTICLE 5: CONDITIONS OF MEMBERSHIP</b>	<b>3</b>
5.1 Classification of Members	
5.2 Membership Withdrawal	
5.3 Membership Removal for Voting Members	
5.4 Membership Fees	
5.5 Voting Members Term of office	
<b>ARTICLE 6: MEETINGS</b>	<b>4</b>
6.1 General meetings	
6.2 Special Meetings of the BCC	
<b>ARTICLE 7: GOVERNANCE OF THE BCC</b>	<b>7</b>
7.1 The Board of Directors	
7.2 Duties of the Officers of the BCC	
7.3 Committees	
7.4 Standing Committees	
7.5 Ad Hoc Committees	
<b>ARTICLE 8: FINANCE AND OTHER MANAGEMENT MATTERS</b>	<b>13</b>
8.1 Finance and Auditing	
8.2 Cheques and Contracts of the BCC	
8.3 Books and records	
<b>ARTICLE 9: AMENDMENT OF THE BY-LAWS</b>	<b>13</b>
<b>ARTICLE 10: DISTRIBUTING ASSETS AND DISSOLVING THE BCC</b>	<b>13</b>

## 1.1 ARTICLE 1: PREAMBLE

1.1 The name of the Corporation is the **BREASTFEEDING COMMITTEE FOR CANADA**

## 1.2 The By-laws

The following articles set forth the By-laws of the Breastfeeding Committee for Canada (BCC)

## ARTICLE 2: INTERPRETATION AND DEFINITIONS

### 2.1 Interpretation

These by-laws are to be construed with reference to the provisions of *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, and terms used in the by-laws are to be taken as having the same respective meanings as they have when used in that Act. These by-laws are to be read subject to the restrictions upon their scope and effect contained in *Canada Not-for-profit Corporations Act*.

### 2.2 Definitions

In these By-laws, the following words have these meanings:

- 2.2.1 “Act” means the *Canada Not-for-profit Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time
- 2.2.2 “Annual General Meeting” means the Annual General Meeting described in Article 7.1
- 2.2.3 “BCC” means the Breastfeeding Committee for Canada
- 2.2.4 “BFI” means the Baby-Friendly Initiative
- 2.2.5 “Board” means the Board of Directors of the Breastfeeding Committee for Canada
- 2.2.6 “By-laws” means the By-laws of the Breastfeeding Committee for Canada as amended
- 2.2.7 “Chairs” means the Co-Chairs of the Board of Directors of the Breastfeeding Committee for Canada
- 2.2.8 “Director” means any person who has been duly elected or appointed to the Board of Directors.
- 2.2.9 “General Meeting” means the Annual General Meeting and a Special General Meeting
- 2.2.10 “Member” means a member of the Breastfeeding Committee for Canada
- 2.2.11 Provincial or Territorial (P/T) BFI Coalition/Committee means the designated P/T Coalition/Committee recognized by the BCC, responsible for the advancement of the BFI within the Province or Territory
- 2.2.12 “Register of Members” means the register maintained by the Secretary containing names of the Members of the Breastfeeding Committee for Canada
- 2.2.13 “Special Meeting” means the Special General Meeting described in Article 6.2
- 2.2.14 “Special Resolution” means:
  - a. A resolution passed at a General Meeting of the membership of the Breastfeeding Committee for Canada. There must be thirty (30) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members who vote in person or by teleconference or other electronic means;
  - b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than thirty (30) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree: or
  - c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person or by teleconference or other electronic means at a General Meeting.
- 2.2.15 The Code means the WHO/UNICEF International Code of Marketing of Breastmilk Substitutes, adopted by the World health Assembly in 1981, and all subsequent relevant resolutions of the World Health Assembly.
- 2.2.16 “Voting Member” means a Member entitled to vote at the meetings of the Breastfeeding Committee for Canada

### 2.3 Further Interpretation

The following rules of interpretation must be applied in interpreting these By-laws:

- 2.3.1 Words importing the singular number include the plural, and vice-versa;
- 2.3.2 Words importing the masculine gender include the feminine and vice-versa;
- 2.3.3 The headings herein are given for convenience only, and must not affect the interpretation of these By-laws;
- 2.3.4 These By-laws must be interpreted broadly and generously.

## **ARTICLE 3: OBJECTS OF THE BREASTFEEDING COMMITTEE FOR CANADA**

### **3.1 The objects of the BREASTFEEDING COMMITTEE FOR CANADA are:**

- 3.1.1 As the National Authority for the Baby-Friendly Initiative, oversee and facilitate the implementation of the Baby-Friendly Initiative in Canada
- 3.1.2 To provide a forum for addressing Canadian breastfeeding and Baby-Friendly Initiative issues
- 3.1.3 Maintain ongoing communications with provincial, territorial and federal governments and organizations to protect, promote and support breastfeeding
- 3.1.4 Provide ongoing expert advice and recommendations on breastfeeding research, policy and program development, and direction to provincial, territorial and federal governments and organizations
- 3.1.5 Develop partnerships and collaborative strategies to protect, promote and support breastfeeding

## **ARTICLE 4: REGISTERED OFFICE**

Until changed in accordance with section 20 of the Act, the Registered Office where the Treasurer resides.

## **ARTICLE 5: CONDITIONS OF MEMBERSHIP**

Membership in the Breastfeeding Committee for Canada is limited to anyone interested in voluntarily furthering the objects of the BCC regardless of race, nationality, colour, creed, sex, political affiliation, or marital status who is in no way associated with a company whose products fall within the scope of The Code, upon payment, if applicable, of the annual membership dues established for the subsequent year by the Board of Directors.

### **5.1 Classification of Members**

There are three categories of Members

- A. Voting Members
- B. Associate Member
- C. Honorary Member

#### **5.1.A A Voting Member**

- a. Is a member of the BCC Board of Directors, BCC Provincial/Territorial BFI Implementation Standing Committee or a member of the BCC BFI Assessment Standing Committee, and has received approval of the Board of Directors.
- b. A Voting Member may not hold more than one vote even if the Member meets both requirements as specified in (1) and (2) above
  - a. Voting Members pay the annual membership fee.

#### **5.1.B An Associate Member**

- a. Is an individual interested in furthering the aims of the BCC who has received approval of the Board of Directors.
- b. Associate Members are not entitled to vote at any General or Special Meetings.
- c. Associate Members pay the annual membership fee

#### **5.1.C An Honorary Member**

- a. Is an individual invited by the Board to become an Honorary Member.
- b. Honorary Members are not entitled to vote at any General or Special meetings.

- c. Honourary Members do not pay the annual membership fee.

## **5.2 Membership Withdrawal**

Any Member may withdraw from the corporation by delivering to the Co-Chairs of the BCC Board a written resignation or by not renewing membership fees.

## **5.3 Membership Removal for Voting Members**

A Voting Member of the BCC may be removed by the BCC if a member's actions are found to be not in accordance with the aims of the BCC as stated in the objects in Article 3. A Member may be required to resign by vote of three-fourths of the members at an Annual General Meeting provided that any such Member will be granted an opportunity to be heard by the membership at an Annual General Meeting.

## **5.4 Membership Fees**

The Board decides annual membership fees for Members.

## **5.5 Voting Members Term of Office**

The Board decides the term of the Voting Member in consultation with the P/T BFI Coalition/Committee she/he represents.

# **ARTICLE 6: MEETINGS**

## **6.1 General Meetings**

### **6.1.1 Notice and Quorum**

- a. General Meetings of the Voting Members may be held in person (face-to-face) at any location in Canada or by teleconference or other electronic means.
- b. The Board sets the time, day, and place of the meeting.
- c. The **Annual General Meeting** must be held by April 30th of each calendar year.
- d. Thirty (30) days prior written notice will be given to each Member of any Annual or General Meeting of Members. This notice states the place, day and time of the Annual or General Meeting, and any business requiring a Special Resolution. A proxy vote form must be sent out to Voting Members with the notice of meeting. Notice of special business must contain enough information to enable all the Members to make a reasoned decision.
- e. Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
  - i. by mail, courier or personal delivery to each Member entitled to vote at the meeting, 30 days before the day on which the meeting is to be held; or
  - ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, 30 days before the day on which the meeting is to be held.
- e. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 10% of the Members entitled to vote at the meeting.
- f. Members have the right to attend all General Meetings of the BCC.

### **6.1.2 Agenda**

The Annual General Meeting deals with the following matters:

- a. adopting the agenda

- b. adopting the minutes of the last Annual General Meeting
- c. considering the Annual Reports
- d. reviewing the financial statements setting out the BCC's income, disbursements, assets and liabilities and the auditor's report
- e. appointing the auditor
- f. electing the Directors
- g. considering matters specified in the meeting notice
- h. members may consider and add agenda items by notifying the Secretary in writing seven (7) days before such a meeting.

### 6.1.3 **Voting**

- 6.1.3.1 When a decision is not reached by consensus, one (1) vote is allotted to each of the Voting Members
- 6.1.3.2 A show of hands decides every vote at face-to-face meetings. A ballot is used if at least three (3) Voting Members present at the face-to-face meeting request it. When meetings are held by teleconference or other electronic means, the Co-Chairs shall request Voting Members to verbally indicate their assent, dissent or abstention.
- 6.1.3.3 Honorary Members and Associate Members may be invited to attend meetings, but are not entitled to vote. Employees may attend meetings but are not entitled to vote.
- 6.1.3.4 A Voting Member may vote by proxy; a written, signed proxy form must be provided to validate the vote; only Voting Members can carry a proxy. An Alternate can attend but is unable to vote on behalf of a Voting Member.
- 6.1.3.5 Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the Voting Members shall be decided by a consensus of the Voting Members present at the meeting. A consensus will be considered to have been reached with no Voting Member objects to the question on the floor before the meeting. Should the Co-Chairs of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the Co-Chairs shall refer the question to be decided by a majority vote of the Voting Members. In that event, each Voting Member is authorized to exercise one vote.
- 6.1.3.6 The Co-Chairs do not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is tabled.
- 6.1.3.7 The Co-Chairs declares a resolution carried or lost.
- 6.1.3.8 **Failure to Give Notice of Meeting**  
Action taken at a General Meeting may not be invalid due to:
  - a. Accidental omission to give notice to any Member
  - b. Any Member not receiving any notice; or
  - c. Any error in the notice that does not affect the meaning.
- 6.1.3.9 **Written Resolution of All the Voting Members**  
Written, telephonic or electronically communicated resolutions of all the Voting Members in lieu of attending meetings are not acceptable.
- 6.1.3.10 **Telephone Participation:** the Voting Members of the Corporation may meet by teleconference provided that either a majority of the Voting Members consent to meeting by teleconference or have been approved by resolution passed by the Voting Members at a meeting of the Voting Members of the Corporation.
- 6.1.3.11 **Meetings by Other Electronic Means:** the Voting Members of the Corporation may meet by other electronic means that permits each Voting Member to communicate adequately with each other, provided that:

- (a) The Voting Members of the Corporations have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- (b) Each Voting Member has equal access to the specific means of communication to be used;
- (c) Each Voting Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

## **6.2 Special Meeting of the BCC**

### **6.2.1 Calling of Special Meeting**

A Special Meeting may be called at any time by the Directors:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request of at least 20% of Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. On the written request of at least 35% of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.

### **6.2.2 Notice**

- a. A notice is sent to each Voting Member at least thirty (30) days before the Special Meeting. Voting Members may waive notice of a Special Meeting.
- b. The notice states the place or means of electronic communication, date, time and purpose of the Special Meeting.
- c. Notice of any meeting where special business will be transacted will contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

### **6.2.3 Agenda for Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting. The Special Meeting must permit all Members participating in the meeting to communicate adequately with each other. Each Voting Member consents in advance to method of communication and has equal access.

### **6.2.4 Procedure at the Special Meeting**

Any Special Meeting has the same method of voting and the same quorum requirements as a General Meeting. Each Voting Member consents in advance to method of communication and has equal access, for example meetings by teleconference and other electronic means. Mailed ballots are not acceptable for this situation.

**6.2.5 Telephone Participation:** the Voting Members of the Corporation may meet by teleconference provided that either a majority of the Voting Members consent to meeting by teleconference or have been approved by resolution passed by the Voting Members at a meeting of the Voting Members of the Corporation.

**6.2.6 Meetings by Other Electronic Means:** the Voting Members of the Corporation may meet by other electronic means that permits each Voting Member to communicate adequately with each other, provided that:

- (a) The Voting Members of the Corporations have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- (b) Each Voting Members has equal access to the specific means of communication to be used;
- (c) Each Voting Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

## **ARTICLE 7: GOVERNANCE OF THE BCC**

### **7.1 The Board of Directors**

#### **7.1.1 Governance and Management of the BCC**

The Board governs and manages the affairs of the BCC.

#### **7.1.2 Powers and Duties of the Board**

The Board has the powers of the BCC, except as stated in the Act.

The powers and duties of the Board include:

- a. promoting the objects of the BCC
- b. promoting membership in the BCC
- c. approving Provincial and Territorial BFI Coalitions/ Committees to act as the Baby-Friendly Initiative implementation authority for that province or territory
- d. designating WHO/UNICEF Baby-Friendly Initiative assessment responsibilities to approved Provincial and Territorial BFI Coalitions/ Committees on recommendation of the BFI Assessment Committee
- e. hiring employees
- f. regulating employees' duties and setting their remuneration
- g. approving an annual budget for the BCC
- h. paying all the expenses for operating and managing the BCC
- i. investing any monies
- j. financing the operations of the BCC and borrowing or raising monies
- k. making policies for managing and operating the BCC
- l. entering into all contracts for the BCC
- m. maintaining all accounts and financial records of the BCC
- n. appointing legal counsel as necessary
- o. making policies, rules and regulations for operating the BCC and using its facilities and assets
- p. selling, disposing of, or mortgaging any or all of the property of the BCC
- q. delegating its powers and duties to a standing committee of the Board or to a paid employee of the BCC without limiting the general responsibility of the Board
- r. appointing directors or members as representatives of the Breastfeeding Committee for Canada to relevant National or Provincial Committees external to the BCC.

#### **7.1.3 Composition of the Board**

The Board consists of:

- a. Two Co-Chairs (two year term) as approved by the Board. Failing approval, the Co-Chairs will be elected at the AGM;
- b. Five (5) to eight (8) Directors (3 year term) elected at the Annual General Meeting from among the Voting Members. A director is a current member of at least one of the following committees, and has received approval of the Board of Directors:
  1. the BCC Provincial/Territorial BFI Implementation Standing Committee
  2. the BCC BFI Assessment Standing Committee
  3. a Canadian Provincial or Territorial BFI Committee for at least one year

The terms of office are staggered to ensure continuity of co-chairs and Directors
- d. The Directors will include the following: Secretary, Treasurer, Co-Chairs of the BFI Assessment Committee, Co-Chairs of the P/T BFI Implementation Committee, one (1)

to four (4) Director at large. With the exception of the Co-Chairs, any two of these positions can be held by the same person.

#### 7.1.4 **Election of the Directors and the Chairs**

- 7.1.4.1 The Board will determine the number of Directors required for the upcoming year. All Voting Members are eligible for election to the Board. A Director must be over eighteen years of age.
- 7.1.4.2 At the Annual General Meeting of the Board, Voting Members elect one (1) to eight (8) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected. Terms of office are staggered to ensure a phased transition of Directors.
- 7.1.4.3 Voting Members may re-elect any Director for a maximum of three (3) consecutive terms.
- 7.1.4.4 Voting Members elect one Co-Chair at every second Annual General Meeting.

#### 7.1.5 **Resignation, Death or Removal of a Director**

- 7.1.5.1 A Director, including a Co-Chair, may resign from office by giving thirty (30) days notice in writing. The resignation takes effect either at the end of the thirty (30) days notice or on the date the Board accepts the resignation.
- 7.1.5.2 Voting Members may remove any Director, including a Co-Chair, before the end of her term. There must be a majority vote of 75% at a Special General Meeting called for this purpose. Mailed ballots are not acceptable for this situation.
- 7.1.5.3 If a Director dies or becomes ill or incapacitated before the end of her term, the Co-Chair, or if necessary, the Co-Chairs and/or Board, may remove her.
- 7.1.5.4 If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member in good standing to fill that vacancy for the remainder of the term.
- 7.1.5.5 If a Director becomes an employee of the corporation then she ceases to be a Director and does not have a vote at any of the meetings of the BCC.

#### 7.1.6 **Meetings of the Board**

There will be a minimum of one (1) Board meeting per fiscal year.

- 7.1.6.1 The Co-Chairs call the meetings. The Co-Chairs also call a meeting if 20% of the Directors make a request in writing (including e-mail) and state the business for the meeting.
- 7.1.6.2 Telephone Participation: the Directors of the Corporation may meet by teleconference provided that either a majority of the Directors of the Corporation consent to meeting by teleconference or have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation.
- 7.1.6.3 Meetings by Other Electronic Means: the Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:
  - (a) The Directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
  - (b) Each Director has equal access to the specific means of communication to be used;
  - (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.



- 7.1.6.4 Five (5) days notice for Board Meetings is e-mailed to each Director indicating time and place. Documentation and background materials are available in advance of meeting.  
There is no obligation for notice of Board meetings to be given to Voting Members of the BCC.
- 7.1.6.5 A majority of the Directors present at any Board meeting is a quorum. Mail ballot cannot replace a Director for quorum purposes.
- 7.1.6.6 Each Director including the Co-Chairs has one (1) vote.
- a. Proxy votes are not acceptable
  - b. At in person (i.e. face-to-face) meetings, a show of hands decides every vote.
  - c. At in-person meetings only, a ballot is used if at least two (2) Directors present at the meeting request it.
  - d. When meetings are held by teleconference or other electronic means, the Co-Chair shall request Directors to verbally indicate their assent, dissent or abstention.
  - e. A majority of the votes of the Directors present decides each issue and resolution.
- 7.1.6.7 The Co-Chairs do not have a second or casting vote in the case of a tie vote. A tie vote means the motion is tabled.
- 7.1.6.8 Meetings of the Board are open to Voting Members of the BCC, but only Directors may vote. In the case of Board meetings held by conference calls or other electronic means, Voting Members who are not Directors will be personally responsible for their costs for participation. Employees of the Board may attend Board Meetings by invitation of the Chairs. A majority of Directors present may ask any other Members present, or other persons present, to leave.
- 7.1.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 7.1.6.10 A Director may waive formal notice of a meeting.
- 7.1.6.11 An alternate for a Director is not acceptable.
- 7.1.6.12 Written resolutions of all Directors in lieu of meetings is not acceptable.
- 7.1.6.13 Each Board Member and employee
- a. Acknowledges that during her term, she will have access to confidential information. Each Director agrees that she will not disclose such confidential information except to the proper conduct of BCC business.
  - b. Makes a prior disclosure of any real, perceived, or potential conflict of interest. Any individual holding an elected, appointed, or contracted position on the BCC having a conflict of interest regarding a matter which comes under discussion shall recuse herself from any discussion and voting on the matter in question. Any recusal will be recorded in the minutes of the meeting.
  - c. Who has undertaken or is about to undertake any liability on behalf of the BCC shall from time to time and at all times be indemnified and saved harmless out of the funds of the BCC from and against:
    - i. All costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or persecuted against her, in or about the execution of the duties of her office or in respect of any such liability.
    - ii. All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affair thereof, except such cost, charges or expenses as are occasioned by her own willful neglect or default.

#### 7.1.7 **Remuneration**

Directors cannot accept any remuneration for work done on behalf of the BCC in their capacity as a Director. A Director who is also a BFI Assessor can be paid a consultant fee in an amount to be approved by the Board of Director for carrying out BFI assessments of health organizations.

## **7.2 Duties of the Officers of the BCC**

- 7.2.1 The Officers of the corporation shall be Co-Chairs, Secretary, Treasurer, and any other Officers as the Board may determine. With the exception of the two Co-Chair Offices, any two Offices can be held by the same person.
- 7.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the two Co-Chair positions, for the following year.
- 7.2.3 The Officers of the BCC will hold office for one to three years from the date of appointment or until their successors are elected or appointed in their stead.
- 7.2.4 Officers cannot accept any remuneration for work done on behalf of the BBC in their capacity as a officer. An Officer who is also a BFI assessor can be paid a consultant fee in an amount to be approved by the Board of Directors for carrying out BFI assessments of health organizations.
- 7.2.5 Co-Chairs will share the following duties as experience and opportunity determine:
- a. supervise the affairs of the Board;
    - i. planning agendas for Board meetings;
    - ii. carrying out emergency and unusual business between Board meetings;
    - iii. reporting to the Board on actions taken between Board meetings;
    - iv. fulfilling the mandate delegated by the Board to act as the National Authority for the Baby-Friendly Initiative in Canada; and
  - b. chair all meetings of the BCC and the Board;
  - c. are ex-officio members of all Committees;
  - d. act as spokesperson for the BCC unless another spokesperson is delegated by the Board;
  - e. carry out other duties assigned by the Board
- 7.2.6 The Secretary:
- a. attends all meetings of the BCC and the Board;
  - b. records, distributes and keeps on file accurate agendas and minutes of these meetings;
  - c. has charge of Board's official correspondence;
  - d. keeps a current record of names, addresses, and phone, fax and e-mail addresses of all Members of the BCC;
  - e. ensures all notices of meetings are sent;
  - f. ensures membership fees are collected and deposited;
  - g. carries out other duties assigned by the Board
  - h. may delegate duties to paid staff of the BCC as approved by the Board
- 7.2.7 The Treasurer:
- a. attends all meetings of the BCC and the Board;
  - b. deposits all monies paid to the BCC in a chartered bank, treasury branch, or trust company chosen by the Board;
  - c. presents to the Board as requested a detailed account of revenues and expenditures;
  - d. is responsible for the fiscal year end financial statement, ensures audit, as determined at the previous Annual General Meeting, and presents the audited financial statement at the Annual General Meeting.
  - e. carries out other duties assigned by the Board
  - f. may delegate duties to paid staff of the BCC as approved by the Board

- g. files the annual return, changes in the Directors of the BCC, amendments of by-laws, and other incorporating documents with Industry Canada;

7.2.8 Other Officers

- a. The Board shall determine the duties of any other Officers.
  - i. Baby-Friendly Hospital Initiative Network-International Liaison (2018)
  - ii. Website Liaison (2019)

7.2.9 **Resignation, Death or Removal of an Officer**

- 7.2.9.1 An Officer including a Co-chair or the immediate Past Co-Chair, may resign from office by giving thirty (30) days notice in writing. The resignation takes effect either at the end of the thirty (30) days notice or on the date the Board accept the resignation.
- 7.2.9.2 Voting Members may remove any Officer including a Co-Chair and the immediate Past Co-Chair before the end of her/his term. There must be a majority vote of 75% at a Special General Meeting called for this purpose. Mailed ballots are not acceptable for this situation
- 7.2.9.3 If there is a vacancy on the Executive Committee, the remaining Directors may appoint a Director to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past Co-Chair. This position remains vacant until the next Annual General Meeting.
- 7.2.9.4 If an Officer becomes an employee of the corporation then he/she ceases to be an Officer and does not have a vote at any of the meetings of the BCC.

**7.3 Committees**

7.3.1 **Establishing Committees**

The Board may appoint Standing Committees or Ad Hoc Committees to advise the Board.

7.3.2 **7.4**

7.3.2.1

7.3.2.2

**G  
e  
n  
e  
r  
a  
l  
P  
r  
o  
c  
e  
d  
u  
r  
e  
s  
f  
o  
r  
A  
l  
l  
C  
o  
m  
m  
i  
t  
t  
e  
e  
s:**

**A  
B  
o  
a  
r  
d  
M  
e  
m  
b  
e  
r  
c  
h  
a  
i  
r  
s  
o  
r  
C  
o-  
C  
h  
a  
i  
r  
s  
e  
a  
c  
h  
C  
o  
m  
m  
i  
t  
t  
e  
e  
c  
r  
e  
a  
t  
e  
d  
b  
y  
t  
h  
e  
B  
o**

- ard.
- a. Members of the P/T BFI Implementation & BFI Assessment Standing Committees must be Voting Members.
- b. Members of the Nomination Committee must be Voting Members,
- c. Other Standing and Ad Hoc Committee Members must be Members of the Breastfeeding Committee for Canada; they are not required to be Voting Members.
- d. Committee Members can give thirty (30) days notice to resign to the Co-Chairs of the Committee at any time.

Each Committee adheres to the following terms:

- a. Five (5) days' notice for a Committee meeting is e-mailed to each member of the Committee. The notice of the meeting states the date, place, time and method of the Committee meeting;
- b. Committee members may waive the notice;
- c. a majority of the Committee members present at a meeting is a quorum;
- d. each member of the Committee, including the Co-Chairs, has/have one (1) vote at the Committee meeting. The Co-Chairs do not have a casting vote in case of a tie;
- e. records the minutes of its meetings;
- f. distributes these minutes to the Committee members and to the Board; and
- g. provides reports to each Board meeting at the Board's request
- h. Committee members cannot accept any remuneration for work done on behalf of the BCC in their capacity as a committee member. A committee member who is also a BFI Assessor can be paid a consultant fee in an amount to be approved by the Board of Director for carrying out BFI assessments of health organizations.

**Standing Committee**

The Board determines Standing Committees. The Co-Chairs of the Committees are selected by the Standing Committee and are approved by the Board of Directors  
All Standing Committees Terms of Reference are defined in writing and Membership is reviewed annually.

#### 7.4.1 **The Nomination Committee:**

- a. Consists of one Board Member-at-Large, who chairs the Committee and two (2) other Directors or Voting Members appointed by the Board.
- b. Is responsible for:
  - i. preparing a slate of nominees for the Co-Chair positions
  - ii. preparing a slate of nominees for each vacant Director position

#### c. Nomination Process and Voting

- i. Send a request to members for nominations (nominees must be a member of the BCC) for their names to stand
- ii. The Nomination committee will determine the closing date for nominations
- iii. Send questionnaires to nominees due back 4 weeks prior to AGM;
- iv. Send nominee question responses to BCC Board members for acceptance based on by-law 7.1.3b. in addition to stating desired role, training, and attributes that make you suitable to fulfill the duties of the position
- v. Upon acceptance from the board the nominee will then be called a candidate
- vi. Candidate profiles will be sent to the voting members one week prior to the AGM
- vii. When the AGM opens voting members will receive a link in which to cast their vote using a secure online voting platform
- viii. Two Nomination Committee members will receive the tally of the votes;
- ix. The new board members will be announced and appointed during the AGM.

#### 7.4.2 **P/T BFI Implementation Committee:**

- a. Consists of 1 nominee (Voting Member) from each Provincial and Territorial BFI Coalition/Committee. (The nominee who is best able to fulfill the job description that will be provided may not necessarily be the Co-Chairs of the P/T BFI Coalition.) A P/T BFI Coalition/Committee may nominate additional representatives on approval of the Board who will not be Voting Members. The Co-Chairs of the P/T BFI Implementation Committee are nominated by the Standing Committee and approved by the BCC Board of Directors.
- b. Is responsible for:
  - i. BFI capacity building at the P/T level
  - ii. BFI education and support to Organizations
  - iii. Liaison with:
    1. P/T BFI Coalitions/ Committees
    2. P/T Ministries of Health
    3. P/T Perinatal Health Programs

#### 7.4.3 **BFI Assessment Committee**

- a. Consists of Lead Assessors, Assessors, invited Assessor Candidates and invited BFI experts approved by the Board. (Voting Members)  
The Co-Chairs of the BFI-Assessment Committee are nominated by the Standing Committee and approved by the BCC Board of Directors.
- b. Is responsible for
  - i. Developing and updating Canadian National BFI standards, reflecting WHO/UNICEF BFI standards
  - ii. Organizing and conducting BFI assessments in collaboration with P/T BFI Coalitions/Committees.
  - iii. Developing and refining the BFI assessment processes and costs.
  - iv. Liaison with and reporting to WHO/UNICEF BFI.
  - v. BFI education and support to the BCC P/T BFI Implementation Committee
  - vi. BFI education, mentoring and support to the P/T BFI Assessors and Assessor Candidates

#### 7.5 **Ad Hoc Committees**

- 7.5.1 The Board or Co-Chairs of a Standing Committee determines the need for Ad Hoc Committees.
- 7.5.2 The Commission of each Ad Hoc Committee and Terms of Reference are defined in writing.
- 7.5.3 Dissolved by resolution of the Board when the Committee's mandate has been filled or when the need for the Committee ceases to exist.

## **ARTICLE 8: FINANCE AND OTHER MANAGEMENT MATTERS**

### **8.1 Finance and Auditing**

- 8.1.1 The fiscal year of the BCC ends on December 31 of each year.
- 8.1.2 There must be an audit of the books, accounts and records of the BCC at least once per year; the auditor may not be a Director, or employee of the BCC. The auditor is appointed at the Annual General Meeting and is then responsible for the audit and report for the following Annual General Meeting.

### **8.2 Cheques and Contracts of the BCC**

- 8.2.1 At least one Director, and one designated Member of the BCC, can sign all cheques drawn on the BCC accounts. Two signatures are required on all cheques. Cheques drawn on bank accounts holding money in trust by an institution for the BCC will be approved by one Director of the BCC and will be signed by a Director of the institution.
- 8.2.2 All contracts, documents or any instruments of a business nature in writing requiring the signature of the corporation must be signed by a Director of the BCC or someone authorized to do so by resolution of the Board. Contracts, documents or any instruments in writing so signed will be binding upon the BCC without any further authorization or formality.

### **8.3 Books and Records**

The Directors ensure that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 9: AMENDMENT OF BY-LAWS**

- 9.1 These By-laws may be cancelled, altered or added to by a Special Resolution at any General Meeting of the BCC. See Article 2.2.7.
- 9.2 The thirty (30) days notice of the General Meeting of the BCC must include details of the proposed resolution to change the By-laws.
- 9.3 The amended By-laws take effect after approval of the Special Resolution at the General Meeting of the BCC.

## **ARTICLE 10: DISTRIBUTING ASSETS AND DISSOLVING THE BCC**

- 10.1 The BCC does not pay any dividends or distribute its property among its Members.
- 10.2 In the event of dissolution or winding-up of the BCC all of its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities.



