

BY-LAW NO.1

being the General By-law of

UNITED NATIONS ASSOCIATION IN CANADA ASSOCIATION CANADIENNE POUR LES NATIONS UNIES

(hereinafter referred to as the “Association”)

INTERPRETATION

1. Definitions. In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the *Canada Corporations Act*, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act will be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) “Branch” means an existing branch of the Association on the date of enactment of these By-laws or a Branch established under paragraph 38 hereof, provided that the operations of any such Branch have not been suspended and that proceedings have not been commenced for the dissolution of the Branch;
- (c) "By-laws" means any By-law of the Association from time to time in force and effect;
- (d) "Letters Patent" means the letters patent and any supplementary letters patent of the Association;
- (e) “Regional Representative” means the representative of Branches in the following regions: British Columbia, the Prairies, Ontario, Québec and the Atlantic Provinces; and
- (f) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations will be read as references to the substituted provisions therefor in the new regulations.

2. Interpretation. This By-law will be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Act or the Regulations will have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only will include the plural and vice versa; and the word "person" will include individuals, corporations, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) when interpreting these By-laws, which will be written in both the English and French languages, the English version will govern.

HEAD OFFICE

3. Head Office. The head office of the Association will be in the City of Ottawa, in the Province of Ontario.

SEAL

4. Seal. The seal, an impression of which is stamped in the margin hereof, will be the seal of the Association.

DIRECTORS

5. Duties and Number. The affairs of the Association will be managed by a Board of Directors who may be known and referred to as directors, trustees or governors. There will be a minimum of seven (7) and a maximum of fifteen (15) directors and the precise number of directors of the Association within that range will be determined from time to time by the voting members at a meeting of the members of the Association. Every director will be at least eighteen (18) years of age.

6. Composition of the Board. Subject to the provisions of this By-law, the Board of Directors will at all times include one Regional Representative from each of the following five (5) regions: British Columbia, the Prairies, Ontario, Québec and the Atlantic Provinces. The Branches in each region will determine among themselves the manner in which the Regional Representative will be selected by the Branches in the particular region. The remaining positions on the Board of Directors will be recommended by the nominating committee in its report to the members. In preparing its report, the Nominating Committee will take into account the various needs of the Board of Directors and of the Association regarding Board composition including, but not

limited to, gender balance, linguistic diversity, ethno-cultural diversity, regional diversity, fundraising expertise, knowledge of the United Nations and international affairs, business and financial management skills and legal expertise. The Executive Director will be an *ex-officio* non-voting director of the Association.

7. Election and Term. Subject to the provisions of this By-law, the directors will be elected by the voting members at a meeting of members from a slate of candidates put forward in the report of the Nominating Committee. The directors will hold rotating terms of office which will be put into effect at the annual meeting of members to be held in 2003. At that annual meeting, the directors will be elected so that approximately one-third (1/3) will hold office for one (1) year, approximately one-third (1/3) will hold office for two (2) years and approximately one-third (1/3) will hold office for three (3) years (the "Initial Terms"). Directors who are Regional Representatives will be divided up so that some will hold office for an Initial Term of one (1) year, some for two (2) years and the remainder for three (3) years.

Upon expiry of the Initial Terms, directors will be elected for terms of three (3) years from the date of the meeting at which they are elected until the third annual meeting next following or until the director's successor is elected. Thereafter, at each annual meeting of members, a number of directors equal to the number of directors retiring will be elected by the voting members to serve terms of three (3) years each, it being the intention that directors will be elected and will retire in rotation. All directors will be eligible for re-election for a maximum of three (3) consecutive terms (excluding the Initial Terms) except for the director holding office as Treasurer who shall have no cap on the maximum number of terms he or she may hold as director.

8. Vacancies. The office of a director will automatically be vacated:

- (a) if a director ceases to be a Regional Representative, if such is a necessary qualification of his or her appointment;
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to the Association resigns office which resignation will be effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the voting members at the special meeting removing the director before the expiration of the director's term of office;

- (f) if the Branches in a particular region resolve to remove their Regional Representative from the Board of Directors of the Association;
- (g) if the director dies.

9. Filling Vacancies. Any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office on the recommendation of the Nominating Committee as provided in subparagraph 12(c) and provided there is a quorum. If there is not a quorum of directors, the remaining directors will forthwith call a meeting of the members to fill the vacancy and such vacancy will be filled on the recommendation of the Nominating Committee as provided in subparagraph 12(c). In default or if there are no directors in office, the meeting may be called by any member or by the President. Otherwise such vacancy will be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, will thereby be deemed to have occurred, which may be filled in the manner above provided.

10. Remuneration of Directors. The directors will serve as such without remuneration and no director will directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

COMMITTEES

11. Executive Committee. The Board of Directors may establish an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer as well as the Executive Director, in a non-voting capacity. The Executive Committee will exercise such powers as are authorized by the Board of Directors. Reasonable notice of meetings of the Executive Committee will be given in the manner provided in paragraph 69. Subject to the Act, the provisions of paragraphs 14 and 15 hereof will apply to the Executive Committee. A quorum at any meeting of the Executive Committee will be a majority of its members. Subject to the By-laws and any resolution of the Board of Directors, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Executive committee members will be subject to removal by resolution of the Board of Directors of the Association. Executive committee members will receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

12. Nominating Committee. The Nominating Committee will be comprised of three (3) individuals to be appointed by the Board of Directors and will include the Past-President of the Association who will act as the chair of the Nominating Committee and at least one representative from a Branch of the Association. In the event that the Past-President is unable to act as chair of the Nominating Committee, the Board of Directors

will select another individual to fill this position. The duties of the Nominating Committee will be as follows:

- (a) The Nominating Committee will prepare a slate of one or more candidates for each director's office which will be vacant and for which an election is to be held at the annual meeting. In recommending candidates for election to the Board of the Association, the Nominating Committee will:
 - (i) consult with the Branches in each region and provide assistance (where required) in the process of selection of a Regional Representative;
 - (ii) require the Branches in each region to provide the names and qualifications of their proposed Regional Representatives to the Nominating Committee within such timeframe as may reasonably be required by the Committee provided that the deadline for receipt of the information is at least 15 days prior to the annual general meeting of members;
 - (iii) ensure that a reasonable effort has been made to ensure that a majority of the Branches in a particular region have approved the name and qualifications of the proposed Regional Representative in order for him or her to be included in the report of the Nominating Committee;
 - (iv) provide the names and qualifications of all of the proposed regional representatives to be included in the report of the Nominating Committee to the Branches at least 10 days prior to the annual general meeting at which the election is to be held;
 - (v) give due consideration to the criteria established for Board composition under Paragraph 6 of this By-law;
 - (vi) accept any nominations for vacant Board positions (not including that of a Regional Representative) from any two (2) voting members of the Association in good standing or any Branch at any time up until 15 days prior to the date of the meeting at which the election is to take place; so long as such nominations are made in writing and deposited with the Executive Director of the Association and provided further that the Nominating Committee is only required to consider including such nominations in its report to the members.
- (b) The Nominating Committee will make recommendations to the Board of Directors regarding nominees for the appointment of the President, Vice-President, Secretary and Treasurer of the Association on an annual basis.
- (c) The Nominating Committee will make recommendations to the Board of Directors of names of persons to fill vacancies on the Board and vacancies in

officer's positions that occur throughout the year. In the event of a vacancy occurring among a Regional Representatives on the Board of Directors, the Nominating Committee will assist the Branches in the region, having regard to the desired qualifications of Board members described in paragraph 6, in selecting a replacement candidate.

- (d) The Nominating Committee will make recommendations regarding the appointment of an Honorary Patron, if any, of the Association.

The members of the Nominating Committee (except for the Past-President) will be subject to removal by resolution of the Board of Directors of the Association. Nominating committee members will receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

13. Other Committees. The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. As a general rule, committee members will not receive remuneration for acting as such; however, the Board of Directors may in its discretion, make an exception for any committee member who is not also a director of the Association.

MEETINGS OF DIRECTORS

14. Place of Meeting. Meetings of the Board of Directors may be held at any place within or outside Canada.

15. Notice. A meeting of directors may be convened by the President, a Vice-President or a majority of the directors at any time. The Secretary, when directed or authorized by any of such officers or by a majority of directors, will convene a meeting of directors. Unless sent by mail, forty-eight (48) hours notice of such meeting will be given to each director. Notice of any such meeting that is sent by mail will be served in the manner specified in paragraph 69 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.

A director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors will constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not

lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice will be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors will invalidate such meeting or make void any proceedings taken at such meeting.

17. Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting will be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

18. Regular Meetings. The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors will be sent to each director forthwith after being passed, but no other notice will be required for any such regular meetings.

19. Quorum. A majority of the directors in office at any one time (provided that a quorum is never fewer than four (4) directors) will form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. For the purpose of determining quorum, a director may be present either in person, or, if authorized under paragraphs 22 and/or 23, by teleconference and/or by other electronic means.

20. Voting at Meetings of Directors. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors will be decided by a majority of votes. The chairperson of the meeting will not exercise his or her right to vote unless there is an equality of votes, in which case the chairperson will exercise a casting vote.

21. Detailed Voting Ballot. Where a director is unable to participate at a meeting of the directors of the Association then, subject to this By-law, the director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The Secretary will provide the detailed voting ballot to any director who indicates his or her inability to attend a meeting of directors in person, or, if authorized under paragraphs 22 and/or 23, by teleconference and/or by other electronic means. The completed and signed voting ballot must be returned by the absent director to the Secretary prior to the commencement of the meeting at which the absent director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a director who is unable to attend the meeting the opportunity to make a reasoned judgement on the matters contained therein. A director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the ballot. The deposit of a ballot with the Secretary of the Association will not constitute that director present for the purposes of establishing a quorum at any meeting of directors.

22. Telephone Participation. The directors of the Association may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the directors of the Association.

23. Meetings by Other Electronic Means. The directors of the Association may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure 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.

POWERS OF DIRECTORS

24. Administer Affairs. The Board of Directors of the Association will administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise and do.

25. Expenditures. The Board of Directors will have power to authorize expenditures on behalf of the Association from time to time for the purpose of furthering the objects of the Association. The Board of Directors will have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.

26. Borrowing Power. The Board of Directors of the Association may from time to time:

- (a) borrow money on the credit of the Association;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Association;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Association; and
- (e) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Association and to such extent and in such manner as the directors may determine.

The powers hereby conferred will be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its directors or officers independently of this By-law.

27. Fund Raising. The Board of Directors may take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

28. Agents and Employees. The Board of Directors may appoint such agents and engage such employees (and may delegate this function to the Executive Director or other officer of the Association) as it deems necessary from time to time and such persons will have such authority and will perform such duties as will be prescribed at the time of such appointment. The remuneration of officers, agents, employees and committee members will, subject to the other provisions of this By-law, be fixed by resolution of the Executive Committee of the Association.

OFFICERS

29. Executive Director. The Board of Directors may from time to time appoint an Executive Director who will hold office in accordance with the terms of his or her contract of engagement with the Association. The Executive Director will have the duties specified in paragraph 35(f) and such other duties as may be delegated by the Board of Directors from time to time. The Executive Director will be a non-voting member of all of the committees of the Association.

30. Appointment of Other Officers. The Board of Directors shall appoint a President, a Vice-President, a Secretary and a Treasurer from among themselves, provided that such officers will be appointed by the directors on the recommendation of the Nominating Committee. All of such officers will be appointed to hold office for a term of one (1) year or until their successors are appointed. There will also be a Past-President of the Association. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who will have such authority and will perform such duties as may from time to time be prescribed by the Board of Directors.

31. Vacancies. Notwithstanding the foregoing, each incumbent officer will continue in office until the earlier of;

- (a) that officer's resignation, which resignation will be effective at the time the written resignation is received by the Secretary of the Association or at the time specified in the resignation, whichever is later or in the case of the Executive Director in accordance with any provisions of his or her contractual arrangements with the Association;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) the meeting at which the directors regularly appoint the officers of the Association;
- (e) that officer's removal;
- (f) that officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

32. Remuneration of Officers. No officer who is also a director will be entitled to receive remuneration for acting as such. The remuneration of the Executive Director will be determined from time to time by resolution of the Executive Committee. All officers will be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

33. Removal of Officers. Officers will be subject to removal by resolution of the Board of Directors at any time, with or without cause.

34. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

35. Powers and Duties. All officers will sign such contracts, documents or instruments in writing as require their respective signatures and will respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers will include:

- (a) President. The President will be the senior appointed officer of the Association who will fulfill all of the duties of chair. The President will, when present, preside at all meetings of the Board of Directors, committees of directors, if any, and the members. The President will generally carry out all such other duties as may be determined by the Board of Directors.
- (b) Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, will be vested with all the powers and will perform all the duties of the President in the absence or inability or refusal to act of the President and will carry out any other duties as may be required by the Board of Directors.
- (c) Past-President. The immediate Past-President of the Association will be the Chair of the Nominating Committee of the Association and will carry out such other duties as the Board of Directors may determine from time to time.
- (d) Secretary. The Secretary will give or cause to be given notices for all meetings of the Board of Directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Association, the minute books of the Association and of the documents and registers referred to in Section 109 of the Act.
- (e) Treasurer. The Treasurer will keep or will cause to be kept an accurate account of all receipts and disbursements of the Association in proper books of account, and will deposit or will cause to be deposited all monies or other

valuable effects in the name and to the credit of the Association in such banks or banks as may be designated from time to time by the Board of Directors. The Treasurer will disburse or cause to be disbursed the funds of the Association under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Association.

- (f) Executive Director. The Executive Director will have full power to manage and direct the business and affairs of the Association and to employ and discharge agents and employees of the Association, unless otherwise determined by the Board of Directors. The Executive Director will supervise the day to day operations and administration of the Association. The Executive Director will conform to all lawful orders given by the Board of Directors of the Association and will at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Association. Any duties of the Secretary of the Association may be delegated by the Board of Directors to the Executive Director.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

36. For the Protection of Directors and Officers. Except as otherwise provided in the Act, no director or officer for the time being of the Association will be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association will be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects will be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

INDEMNITIES TO DIRECTORS AND OFFICERS

37. Indemnification. Every director or officer of the Association and their heirs, executors and administrators, and estate and effects, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director or officer for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director or officer sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Association will also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

BRANCHES OF THE CORPORATION

38. Establishment of Branches. The Board of Directors may, in its discretion, and upon a 2/3 vote, establish Branches of the Association for the purpose of carrying out the Association's objectives in a particular city or region of the country. The Board of Directors may also, upon a 2/3 vote, suspend the operations of or dissolve Branches as it considers necessary. Branches will at all times observe and be subject to the provisions of these By-laws, the Branch Regulations and all directions of the Board of Directors from time to time. As of the date of enactment of this By-law, Branches of the Association have been established in the following cities/regions:

Calgary	Quebec	Victoria
Edmonton	Quinte	Winnipeg
Hamilton	Saguenay	
Kootenay Region	St. John's	
Montreal	Toronto	
National Capital Region	Vancouver	

39. Duties and Responsibilities of Branches. The Branches will be responsible to the Board of Directors for furthering the objects of the Association by encouraging, assisting and co-ordinating the work of the Association within their own geographical areas. The objects of each Branch will conform to the objects and purposes of the Association as set out in its Letters Patent.

40. Name of Branches. Each Branch will be known as the "United Nations Association in Canada (name of City or Region) Branch" or a similar name approved by the Board of Directors. All existing Branches will change their names to comply with this requirement.

41. Legal Organization of Branches. A Branch may, but need not be, incorporated. Where a Branch is unincorporated, it will adopt the form of constitution approved for use by unincorporated Branches by the Board of Directors of the Association. Where a Branch is incorporated, the by-laws, letters patent or articles of incorporation, as the case may be, (the "Incorporating Documents") of each Branch will be subject to the approval of the Board of Directors of the Association. The Incorporating Documents will contain such provisions as the Board of Directors determine to be necessary having regard to the role of the Branches as extensions of the Association within their respective geographical areas. Such provisions will include but not be limited to requirements relating to the following matters:

- (a) the objects of Branches;
- (b) dissolution of Branches;
- (c) suspension of operations of Branches by the Association;
- (d) a restriction on any amendment or repeal of the Incorporating Documents of Branches without the approval of the Board of Directors or Executive Committee.

Each existing Branch that is incorporated will submit its Incorporating Documents and any proposed amendments to the Incorporating Documents from time to time to the Executive Director for approval by the Board of Directors or its Executive Committee.

Branches will be required to comply with the direction of the Board of Directors or its Executive Committee prior to amending, repealing, enacting or varying their Incorporating Documents or constitutions and in this regard, the Incorporating

Documents and constitutions will stipulate that no amendment, repeal or enactment will have any force or effect without the prior approval of the Board of Directors of the Association or its Executive Committee.

42. Branch Regulations. The Board of Directors may, by resolution, enact regulations (“Branch Regulations”) relating to the membership, organization, function and method of operation of Branches as it may deem to be appropriate for the purpose of securing adequate local control and development of the work of the Association within the designated city or region of each Branch. Until such time as the Board of Directors enacts formal Branch Regulations, the Association’s current national policies relating to Branches shall be deemed to constitute the Branch Regulations for the purposes of this By-law. Each Branch will be required to comply with the provisions contained in the Branch Regulations. The Board of Directors will ensure that each Branch receives a copy of the Branch Regulations.

43. Branch Affiliation Agreement. Each Branch may be required to enter into a form of Branch Affiliation Agreement with the Association related to trade-mark licensing and other matters not otherwise addressed (or addressed fully) in the Branch Regulations.

44. Branch Affairs. A Branch may engage in activities and adopt its own policies and procedures for the management of its affairs which are not inconsistent with the By-laws, the Branch Regulations or any Branch Affiliation agreement with the Association. However, nothing herein will be construed as giving to a Branch, the power and authority to:

- (a) to contract a loan, open a line of credit or issue a guarantee other than in accordance with the Branch Regulations or the Branch Affiliation Agreement (if any); or
- (b) to represent or act on behalf of the Association in any manner or thing, except with the express consent of the Board of Directors of the Association or as stipulated in the Branch Regulations.

45. Financial Statements. Financial statements of unincorporated Branches will be audited as part of the Association’s annual audit by a duly appointed firm of accountants. Financial statements of incorporated Branches will be audited by a duly appointed firm of accountants according to the applicable provincial legislation. The financial statements will be prepared and audited not later than three (3) months after the fiscal year end of the Branches which will be the same as the fiscal year end of the Association. A copy of the audited statement, approved by the Board of Directors of the Branch, will be forwarded to the Executive Director of the Association not later than four (4) months after the end of each fiscal year.

46. Dissolution and Forfeiture. An unincorporated Branch may be dissolved upon a 2/3 vote of the Board of Directors of the Association if the Branch:

- (a) fails to comply with the provisions of the By-laws or Letters Patent of the Association or the Branch Regulations; or
- (b) carries out any conduct which, in the opinion of the Board of Directors, is detrimental to the interests of the Association or which impacts negatively upon the charitable registration of the Association; or
- (c) fails to fulfill its mandate in the particular region or city.

Prior to dissolving a Branch, the Board of Directors of the Association will give the Branch the right to be heard and to explain the Branch's conduct. If the Board still considers such infraction to be of such a serious nature to warrant dissolution of the Branch, the Board may resolve to dissolve the Branch. The Board of Directors will notify each member of the Branch regarding such dissolution within fourteen (14) days after such a resolution is passed.

A Branch may also be dissolved upon the vote of two-thirds (2/3) of the members of the Branch and such dissolution will take effect after the same is approved by a resolution of the Board of Directors of the Association. The Board of Directors will give to the members of a Branch that has been dissolved the opportunity to be transferred to another Branch, if another Branch exists or will soon be established in a nearby location.

An incorporated Branch may be terminated as a Branch of the Association in accordance with the terms of its Branch affiliation agreement with the Association.

Upon dissolution of any Branch (including those that are incorporated), a Branch will comply with the following directives:

- (i) all usage of the Branch name shall cease;
- (ii) it will return all material which has been provided by the Association to the Branch, to the head office of the Association;
- (iii) it will destroy all letterhead and other similar material on which the name of the Branch appears;
- (iv) it will immediately comply with all financial and other directives provided by the Association, including providing all financial information regarding the affairs of the Branch to the Association.

MEMBERSHIP

47. Membership Transition. Upon approval of this By-law by Industry Canada, all Regular members of the Association will continue as Regular Non-Voting Members

and all directors of the Association will automatically become Individual Voting members subject to the provisions described in paragraph 48.

48. Entitlement. There will be three (3) classes of members in the Association, namely, Individual Voting members, Branch Voting members and Regular Non-Voting members. Each member will be promptly informed by the Secretary of their admission as a member. The following classes of members are hereby established:

(a) Individual Voting Members

- (i) The directors of the Association will automatically become Individual Voting members upon their election as directors. Each director will remain an Individual Voting member of the Association until the close of the annual meeting at which the members elect the directors of the Association. At the close of such meeting, each Individual Voting member whose term as a director has expired and who has not been re-elected as a director, will cease to be an Individual Voting member of the Association.
- (ii) Each Individual Voting member is entitled to receive notice of, attend and vote at all meetings of members and each Individual Voting member will be entitled to one (1) vote at meetings of the members of the Association.

(b) Branch Voting Members

- (i) Each Branch of the Association will automatically become a Branch Voting member of the Association.
- (ii) Each Branch is entitled to receive notice of, attend and vote at all meetings of members. The number of votes of Branches at meetings of the members of the Association will be determined according to the following formula: one (1) vote for every 100 members of the Branch, with a minimum of one (1) vote and a maximum of five (5) votes.

(c) Regular Non-Voting Members

- (i) Regular Non-Voting membership shall be available to persons who are interested in furthering the objects of the Association.
- (ii) The term of membership of a Regular Non-Voting member shall be one (1) year.

49. Resignation. Any member may resign as a member by delivering to a written resignation to the Secretary of the Association. A resignation will be effective

from the date specified on the resignation or the date received by the Secretary of the Association, whichever is later.

50. Termination of Membership. The interest of a member in the Association is not transferable and lapses and ceases to exist

- (a) upon death or dissolution of the member;
- (b) automatically upon ceasing to be a director, in the case of an Individual Voting member and automatically upon ceasing to be a Branch, in the case of a Branch Voting member;
- (c) when the member's term of membership expires (if any);
- (d) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (e) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast by the voting members at the special meeting provided that the member will be granted the opportunity to be heard at such meeting.

51. Membership Dues. Members will be notified in writing of the membership fees at any time payable by them and, if any are not paid within six (6) calendar months of the membership renewal date, as the case may be, the members in default will thereupon cease to be members of the Association.

MEMBERS' MEETINGS

52. Time and Place of Meetings. Subject to compliance with Section 102 of the Act, the annual meeting of the members will be held on such day in each year and at such time as the directors may determine at any place within Canada or, if a majority of the voting members so agree, outside Canada.

53. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the following will take place:

- (a) the report of the directors will be presented;
- (b) the financial statements and the report of the auditors will be presented;
- (c) directors will be elected; and
- (d) auditors will be appointed for the ensuing year.

The voting members may consider and transact any business either special or general at any meeting of members. Annual reports, financial statements and possible resolutions

received or prepared by the Association will be circulated to the voting members together with the notice calling the meeting. Proposed resolutions which a voting member wishes to have considered at any meeting of members must be made in writing and deposited with the Secretary of the Association at least 15 days prior to the meeting at which the member wishes to introduce the resolution. Recommended changes to the By-laws or Letters Patent will be provided to the voting members at least sixty (60) days prior to the annual general or special meeting.

54. Special Meetings. Other meetings of the members may be convened by order of the President or a Vice-President or by the Board of Directors at any date and time and at any place within Canada or, if a majority of the voting members so agree, outside Canada. The Board of Directors will call a special general meeting of members on written requisition of voting members carrying not less than 20% of the voting rights. If there are fewer than seven (7) directors in office, then the meeting may be called by any director or voting member.

55. Notice. Notice of any annual or special general meeting of members will be provided to the voting members of the Association by the following means:

- (a) by mail or by electronic means such as e-mail or facsimile sent to each such member not less than thirty (30) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; or
- (b) in the event of extraordinary circumstances (as determined by a 2/3 vote of the board of directors) in which a special meeting of members is called, notice may be provided by electronic means such as e-mail or facsimile or by personal delivery at least 72 hours before the meeting.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

56. Waiver of Notice. A voting member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members will constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

57. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Association will invalidate any resolution passed or any proceedings taken at any meeting of members.

58. Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) will be a majority of the voting members of the Association present in person (or by proxy provided that at least 2 members are present) or if authorized under paragraphs 61 and/or 62 present by teleconference or other electronic means. No business will be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 69 with regard to notice will apply to such adjournment.

59. Chairperson of the Meeting. In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote will choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote will choose one of their number to be chairperson.

60. Adjournment. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

61. Meetings by Teleconference. If a majority of the voting members of the Association consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of the voting members), a meeting of members of the Association may be held by teleconference.

62. Meetings by Other Electronic Means. The voting members of the Association may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each member has equal access to the specific means of communication to be used;
- (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

63. Voting of Members. At all meetings of the voting members, every question will be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. The chairperson of the meeting will not vote unless there is an equality of votes, in which case the chairperson will exercise a casting vote.

No voting member will be entitled either in person or by proxy to vote at meetings of members of the Association unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it will be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote will be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

64. Proxies. Votes at meetings of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members who is present in person will have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in will have one vote and every person appointed by proxy will have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy will be executed by the member or the member's attorney authorized in writing.

A person appointed by proxy must be a voting member.

A proxy may be in the following form:

The undersigned member of *United Nations Association in Canada* hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Association to be held on the _____ day of _____, 20__ , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20__ .

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting will be valid and will be counted.

CUSTODY AND VOTING SHARES AND SECURITIES

65. Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors of the Association may from time to time determine. The duly authorized signing officers of the Association may also from time to time execute and deliver for and on behalf of the Association proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

66. Custody of Securities. All shares and securities owned by the Association will be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Association may be issued or held in the name of a nominee or nominees of the Association (and if issued or held in the names of more than one nominee will be held in the names of the nominees jointly with the right of survivorship) and will be

endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

67. Execution of Instruments. Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by

- (a) any one of the President, a Vice-President or the Executive Director together with any one of the Secretary or the Treasurer;
- (b) any two directors; or
- (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. The Board of Directors will have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law will include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Association when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

CHEQUES, DRAFTS, NOTES, ETC.

68. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange will be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board of Directors may from time to time designate by resolution.

NOTICES

69. Service. Subject to paragraph 55 of this By-law regarding notices to members of any annual or special general meetings of members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor will be:

- (a) delivered personally,
- (b) sent by prepaid mail, or
- (c) sent by electronic means such as e-mail or facsimile

at such person's latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

70. Signature to Notices. The signature of any director or officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

71. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Association the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

72. Proof of Service. With respect to every notice or other document sent by mail, it will be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 69 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it will be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document will be conclusive evidence thereof and will be binding on every member, director, officer or auditor of the Association as the case may be.

RULES AND REGULATIONS

73. Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Association and other matters provided for in these By-laws as they may deem expedient.

BY-LAWS

74. By-laws. The Board of Directors may from time to time enact By-laws relating in any way to the Association or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may

from time to time by By-law amend, repeal or re-enact the By-laws but no By-law will be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the voting members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent will not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

AUDITORS

75. Auditors. The members will at each annual meeting appoint an auditor to audit the accounts of the Association for report to members who will hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor will be fixed by the Board of Directors.

FINANCIAL YEAR

76. Financial Year. The financial year of the Association will terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this day of , 2003.

WITNESS the seal of the Association.

President

Secretary

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