



UNITED NATIONS ASSOCIATION IN CANADA TORONTO REGION BRANCH BY-LAWS

Preamble

This Organization, as a part of the United Nations Association in Canada, shall be named United Nations Association in Canada Toronto Region Branch, and hereafter referred to as the Branch.

Objectives

The objectives of the United Nations Association in Canada, Toronto Region Branch are those of the Association as a whole, whose aim is the promotion of the principles of the United Nations Charter through education and specialized programming aimed at encouraging Canadians to think globally and act locally. The objectives of the Branch are:

1. To foster international peace, justice, security and development for the alleviation of world poverty through education programs on international problems and Canada's concerns with those problems as a member of the United Nations and its related agencies;
2. To study possible courses of action in the field of international affairs and provide education and advice for the people of Canada respecting those courses of action and policies which the Association believes to further the objectives and underlying purposes of the United Nations as expressed in its charter; and
3. To furnish objective educational information about, and stimulate public knowledge of the United Nations and its various agencies which have been or



may be established for the direct or indirect promotion of international peace, justice, security and development for the alleviation of world poverty.

4. To raise funds to enable the Branch and the Association to maintain themselves.

Section 1: General

1.01 Definitions

- A. Act means the Not-for-profit Corporations Act S.C. 2009, c.23 including Regulations and any statute or regulations that may be substituted, as amended from time to time;
- B. Articles mean the original or restated Articles of Incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of United Nations Association of Canada, including its sections that define its arrangements with its Branches;
- C. Board means the Board of Directors of the Branch and Director means a member of the Board;
- D. Meeting of members includes an annual meeting of members or a special meeting of members; special meeting of members includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- E. Ordinary resolution means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution; and
- F. Special resolution means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- G. Fiscal year is deemed to be a calendar year commencing in January and ending in December.



1.02 Financial Year End

The fiscal year of the Branch, which is currently the calendar year, shall always coincide with that of the National Association, as determined by the National Board of Directors.

1.03 Banking Arrangements

The Treasurer shall be responsible for all financial matters of the Branch and shall provide a report of the financial status of the Branch at each meeting.

The Board may, in assisting the Treasurer, appoint an accounting firm to assist with the preparation of financial statements on behalf of the Branch.

At least three (3) members of the Board, including the Treasurer, must be designated by resolution of the Board as the signing officers of the Branch. All cheques or other negotiable instruments must be signed by two (2) Signing Officers.

Upon dissolution, and after payment of all debts, any remaining assets shall be distributed to the National Office.

1.04 Annual Financial Statement

A financial report shall be completed each year for the previous year, and be presented to the AGM. A copy shall also be provided to the National Office in order for the Branch to be eligible to exercise its voting rights at the National AGM.



Section 2: Membership – Matters Requiring Special Resolution

2.01 Membership Conditions

Any member of the National Office who resides in the Greater Toronto Area is eligible to be a Branch member. Any individual who serves as a member of the Board must be a member-in-good standing.

2.02 Notice of Meeting of Members

Notice of meetings shall be provided to Members via email or by regular mail if so requested. Notice of meetings that require a special resolution shall be provided to Members at least 14 days before the proposed meeting date.

2.03 Advisory Panel

The Board may appoint up to eight (8) members to an Advisory Panel to provide guidance and advice as required to the Board. The Board will seek to appoint members from a variety of professional and personal backgrounds to the Advisory Panel.

The members of the Advisory Panel shall serve one (1) year terms that are subject to renewal unless otherwise specified by the Board.



Section 3: Membership Dues, Termination and Discipline

3.01 Membership Dues

Membership fees will coincide with that of the National Office.

3.02 Termination of Membership

Membership on the Board is terminated when:

- A. the Member dies;
- B. the Member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- C. the Member fails to abide by the bylaws and/or policies and procedures and/or behaves in a manner that would otherwise bring the organization into disrepute.
- D. the Member resigns by delivering a written resignation to the chair of the Board of the Branch in which case such resignation shall be effective on the date specified in the resignation;
- E. the Member's term of membership expires; or
- F. the Branch is liquidated or dissolved under the Act.
- G. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Branch, automatically cease to exist.



Section 4: Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

The Annual General Meeting shall normally be held once per year within the first six months of the calendar year at a time and place determined by the Board. A (written electronic) notice stating time, place and purpose of the meeting must be given to all members in writing or electronically 14 days in advance.

Motions at meetings shall be decided by a majority vote of those present and eligible to vote.

No proxy votes shall be accepted.

Amendments may be made to these bylaws by a special resolution vote as defined in Section 1.01 (f) with a two-thirds majority vote of those present and eligible to vote at any AGM, provided that the proposed amendment(s) have been sent to members of the Branch at least 14 days prior to the meeting.

4.02 Quorum

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. If quorum is present at the opening of a meeting of members, the members



present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.03 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or deciding vote.

Voting may take place electronically where a physical meeting would otherwise be impractical or inconvenient.

Section 5: Directors

5.01 Election and Term

The Board shall be elected, for a one (1) year term, at the Annual General Meeting (AGM) with each member normally not to serve more than six (6) consecutive terms. An exception may be made with respect to service by a Treasurer if the relevant expertise is deemed to be essential.

The Members of the Board shall elect its Officers from among its Members.

The Board shall consist of Officers including President, Vice President, Board Chair, Treasurer and Secretary, in addition to a maximum of nine (9) Members-at-Large.

The Board may from time to time appoint any additional committee or other advisory body, as it deems necessary or appropriate in carrying out its mandate and, subject to



the Act, with such powers as the Board shall see 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, require.

In an event that there is more than one nomination for a Board position at the AGM, there shall be an election by the Members present and eligible to vote, by show of hands or by secret ballot if so requested, and the nominee who receives the most votes shall be considered elected.

Section 6: Meetings of Directors

6.01 Calling of Meetings

Meetings of the Board may be called by the Board Chair, the President, the Vice-President or any two (2) Directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Branch not less than seven (7) days before the time when the meeting is to be held by electronic communication, specifically email.

6.03 Regular Meetings

The Board may appoint a frequency for regular meetings as well as decide on a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director.



6.04 Votes to Govern

Voting may take place electronically to address matters of routine procedure, an emergency, or to vote on a particular matter related to the operation of the organization where a physical meeting would otherwise be impractical or inconvenient.

Quorum should be one-third (1/3) of the Directors in office at the particular time, and never less than four (4) Directors.

Proxy votes are not accepted.

6.05 Committees

The Board Chair, President, Vice President, Secretary and Treasurer will form part of the Executive committee. The Members-at-Large will form the other committees of the Board, namely the Active, Expert and Partnership Committees.

Active Committee: a group of working Board Members who have a role on Operational Team and manages team members;

Expert Committee: a group of Subject Matter Experts who bring professional expertise to the table and work in collaboration with Operational Team;

Partnership Committee: a group of Board Members who can bring donations and partnerships to the organization.

Each Board Member may participate in several Committees but will be appointed to at least one during their term.



Section 7: Officers

7.01 Description of Offices

The Executive Committee Officers shall normally serve for 2 years in any given position.

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the officers of the Branch, if designated and if officers are appointed, shall carry out their duties in accordance with the terms of engagement as established within the policies and procedures of the organization.

7.02 Vacancy in Office

Any vacancy occurring in the position of an elected Officer may be filled by a Member-at-Large as agreed upon by the Board for the remainder of that Officer's term.

The Board may also appoint a Member-at-Large from among the general membership to fill a vacancy until the subsequent AGM.

Section 8: Dispute Resolution

8.01 Dispute Resolution Mechanism

In the event that a dispute among Members, Directors, Officers, Committee Members or Volunteers of the Branch arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Branch is not resolved in accordance with the policy and procedural guidelines for conflict resolution of the organization, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members or volunteers of the Branch as set out in the articles, bylaws or the



Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute shall be settled by a process through mediation.

The Branch shall call on advice and assistance from the National Office in such circumstances.

Section 9: Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when approved by the Board and confirmed by the membership at the next AGM or by a special meeting of members.

CERTIFIED to be the operating By-Law of the Branch, as enacted by the directors of the Branch by resolution on the 19th day of May, 2021 and confirmed by the Members of the Branch by special resolution on the 19th day of May, 2021.