



United Nations Association in Canada – Toronto Region Branch

UNITED NATIONS ASSOCIATION IN CANADA TORONTO REGION BRANCH

GENERAL BY-LAW (effective April 08, 2015)

ARTICLE ONE – TORONTO REGION BRANCH (“UNACTO”)

This document is the General By-law of the unincorporated branch in the Toronto region of the United Nations Association in Canada (hereinafter referred to as the Association), and has been approved by the Association. The name of this branch is the Toronto Region Branch, which may be referred to as such or as UNACTO, and in this By-law is referred to as UNACTO.

ARTICLE TWO – OBJECTIVES

The objectives of the Association (as stated in its constitution) and of UNACTO are to:

- a)** 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;
- b)** 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 further the objectives and underlying purposes of the United Nations as expressed in its Charter; and
- c)** 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, and for the alleviation of world poverty.

ARTICLE THREE – MEMBERSHIP

There shall be the following classes of membership in UNACTO:

- a)** Individual Membership, which, subject to any membership rules established by the Association, is open to each individual who wishes to be a member and accepts the objectives of the Association and UNACTO, and who pays annually a membership fee in an amount acceptable to the Association.
- b)** Honourary Life Membership, which may be awarded, upon selection at an Annual General Meeting, to an individual who has made an outstanding contribution to the work of UNACTO, the Association, or the United Nations.
- c)** Organizational Membership, which, subject to the approval of the Board of Directors and to any membership rules established by the Association, is open to any organized educational, professional, business, labour, social, cultural or religious group which wishes to promote the principles of the United Nations and the work of UNACTO and which pays annually a membership fee in an amount acceptable to the Association.
- d)** References to members in this By-law are to individuals and organizations that are considered to be “members in good standing” because they meet the criteria referred to above and they are entitled to vote at all meetings of members.
- e)** UNACTO shall co-operate with the Association in efforts to encourage the membership of individuals and organizations in UNACTO and the Association.

ARTICLE FOUR – FUNCTIONS

UNACTO shall be concerned with meeting the objectives as stated in Article Two. Methods of implementation may include:

- a)** the holding of public meetings either by itself or jointly with other organizations sympathetic to the objectives of UNACTO;
- b)** the designing and conducting of projects and programs aimed at encouraging interest and knowledge of people and groups in the work of the United Nations, related agencies, and Canada's relations therewith;
- c)** the preparation, collection and dissemination of publications and materials as well as the furnishing of information through speakers, pamphlets, etc., of the U.N.-related agencies and Canadian policy related thereto; and
- d)** the raising of funds, including donations, to enable UNACTO and the Association to work together effectively within any guidelines established from time to time by the Association in consultation with UNACTO and other branches.

ARTICLE FIVE – ORGANIZATION

- a)** Annual General Meeting: The Annual General Meeting of the members of UNACTO shall be held in each year in the Toronto region at such place and on such day and at such time as the President, in consultation with the Board of Directors, may determine, for the purpose of receiving reports from the Board, the President, and/or committees, reviewing the financial statements for the past fiscal year, electing the Directors, and the transaction of such other business as may properly be brought before the meeting.
- b)** Special General Meeting: The Board of Directors may call a Special General Meeting of the members of UNACTO to be held in the Toronto region at such place and on such day and at such time as the President, in consultation with the Board, may determine, for a specific purpose, or any forty (40) members shall have the power to call such a meeting in the Toronto region at such place and on such day and at such time as they may determine if such members have requested in writing that the Board call such a meeting but the Board has declined to do so and if, at the time of calling the meeting, the members give written notice of doing so to the Association.
- c)** Notices for Meetings: Notice of the time and place of a meeting of members shall be given not less than twenty-one (21) days before the day on which the meeting is to be held and shall state the nature of the business that is to be transacted, including, in the case of an Annual General Meeting, information on nomination procedures for the election of Directors.
- d)** Quorum: At each meeting of members a quorum shall consist of not less than twenty-one (21) members.
- e)** Right to Vote: At each meeting of members every member shall be entitled to vote as outlined in ARTICLE THREE – MEMBERSHIP. The use of proxies is unacceptable.
- f)** Casting Vote: In the case of an equality of votes at any meeting of members, the Chairperson of the meeting shall be entitled to a second or casting vote.
- g)** Online Voting: The Board may employ an online ballot to see to matters of urgency and where calling a Board meeting, to discuss or vote on a particular matter (i.e. item for discussion or action), is impractical or inconvenient for the Board.
- h)** Amendments: This By-law may be amended by a two-thirds vote of the members present at an Annual General or Special General Meeting called for such purpose, provided that the proposed amendment shall have been approved by the Board of Directors and notice given to all members at least twenty-one (21) days in advance of the meeting, but the proposed amendment shall not become effective until approved by the Association.

ARTICLE SIX – DIRECTORS

- a)** The affairs of UNACTO shall be managed by its Board of Directors. The number of Directors, including those Directors who are also Officers, shall not exceed twenty (20), and the Board of

Directors may from time to time change the number of Directors to be in office subject to such maximum number. One-third (1/3), to the nearest whole number rounding up, of the Directors in office at the particular time shall constitute a quorum for the transaction of business at any meeting of the Board, provided that the quorum may never be fewer than four (4) Directors.

b) Qualifications: A Director shall be a member of UNACTO who accepts responsibility for leadership in furthering the objectives of UNACTO.

c) Duties of the Board: The Board shall be responsible for making decisions on policy affecting UNACTO, for generally managing its affairs, and for appointing such committees as may be required to accomplish its work efficiently.

d) Election and Term: The Board shall be elected by the members at each Annual General Meeting to hold office until the next Annual General Meeting. Normally a Director shall be eligible to be re-elected, but the Board may use its discretion in this regard.

e) Method of Nomination of Directors: For each Annual General Meeting a Nominating Committee shall be appointed by the Board for the purpose of soliciting the nomination of Directors for the ensuing year, consisting of the President (who shall serve as the Committee's Chair), at least one or more Directors or Vice-Presidents suggested by the President, one representative of the Governance Committee, and two or more Directors who have attended in the past year a majority of that year's Board meetings as well as a UNACTO event, with the ideal goal of forming a committee of five members (or, if not readily practicable, a committee of three members). The Board may direct the Nominating Committee to seek one or more Directors who would bring a particular expertise or background to the Board. Each such nomination to be considered by the Nominating Committee must be in its hands at least fourteen (14) days in advance of the particular AGM and must be physically or electronically signed by at least two members (who are typically also Directors) and accompanied by the written or electronic consent of the nominee. Subject to any direction from the Board, the Nominating Committee shall determine the number of Directors to be elected at the meeting in the process of developing a recommended slate of individual members' names for submission at the meeting, and shall disclose such number, including information about all the nominations received and the recommended slate, to any members who request to know it, and, if the Committee deems it practicable, on UNACTO's website. Nominations may be made from the floor of any members not included in such slate of names from the Nominating Committee where the nominees are present and each such nomination is supported by two other members who are also present at the meeting, and, if there are no such nominations from the floor, the slate may be voted on with a motion to that effect being made at the meeting. In the event that there are more nominees for the Board than the number of Directors to be elected, there shall be an election by the members present at the meeting, by secret ballot, and the nominees who receive the most votes shall be considered elected.

f) Vacancies: Any vacancy occurring in the Board of Directors may be filled by the Board for the remainder of the term.

g) Calling and Notice of Meetings: Meetings of the Board of Directors shall be held at least ten (10) times a year and from time to time as the President or the Board may determine. At least seven (7) days' notice of each meeting of the Board shall be given. All Chairs and Co-Chairs of committees of the Board, whether or not Directors, shall be entitled to receive notice of and participate in discussions at Board meetings, but only Directors may vote on matters at such meetings.

h) Votes to Govern: At all meetings of the Board of Directors every motion shall be decided by consensus if possible, or by a majority of the votes cast on the motion, and, in the case of an equality of votes, the Chairperson, who is the President or their delegate, of the meeting shall be entitled to a second or casting vote.

i) Attendance: A Director's position on the Board of Directors shall be considered to be vacated in the event of the absence by the Director from three (3) successive Board meetings unless the Board decides at a particular meeting by a two-thirds (2/3) vote of those in attendance that there are or were acceptable extenuating circumstances to excuse the non-attendance, including for a particular period of time the Director's contribution to UNACTO other than by way of meeting attendance. In the event of acceptable extenuating circumstances, the Board may agree in writing with an elected Director that such Director

may have in a particular period during that Director's term as many as three (3) absences from Board meetings, and such agreement may include, at the end of such time, automatic reinstatement in an officer, committee or other position.

ARTICLE SEVEN – OFFICERS

a) A number of the Directors shall be elected annually as the Officers of UNACTO by the Board of Directors, usually at the first meeting of the Board following the Annual General Meeting of the members. Such Officers and their roles and other leadership positions shall be determined by the Board from time to time. In the event that there is more than one nomination for a particular Officer position at a meeting of the Board, there shall be an election by the Directors present at the meeting, by secret ballot if requested, and the nominee who receives the most votes shall be considered elected. Any vacancy occurring in the position of an elected Officer may be filled by the Board for the remainder of that Officer's term.

b) Former Directors: There may be former Directors who mainly act as trusted advisers to the Board, but do not have voting rights.

ARTICLE EIGHT – EXECUTIVE COMMITTEE

The Board of Directors may, if and when it sees fit, have an Executive Committee which shall consist of board members including: the President, the Vice-President(s), the Secretary, the Treasurer, and such other Directors as the Board or the President wishes to serve on the Committee, with the President having the final say on which individuals are allowed to join the Executive Committee. The Committee may act on behalf of the Board between Board meetings if it is urgent and impracticable to have the whole Board respond. It shall have all the powers of the Board with respect to matters requiring emergency actions and shall have such other powers and responsibilities as may be delegated to it from time to time by the Board. Any action taken by the Committee shall be reported to the Board at the Board's next meeting. A quorum at meetings of the Committee shall be a majority of its members.

ARTICLE NINE – COMMITTEES

Apart from the Nominating or Executive Committee, UNACTO shall have such standing and special committees and with such Chairs and Co-Chairs as the Board of Directors may determine from time to time. Each such committee shall have a clear, but brief, statement of its mandate and terms of reference (generally at least ten (10) but no more than twenty (20) typewritten lines), shall pursue specific goals to be achieved in the current year, and shall endeavour to report in writing to the Board semi-annually with an assessment of its progress, effectiveness and financial position if relevant. There shall be a standing Human Resources (HR) Committee, which shall appoint volunteers to committees in conjunction with the respective committee Chair(s). The President will work with the HR Committee to select Chairs and recommend individuals for Board membership. The Chair of each standing committee, or, if the committee has Co-Chairs, at least one Co-Chair, shall normally be a member of the Board. Committee members shall normally be members of, or donors to, UNACTO, but need not be Directors.

ARTICLE TEN – DONATIONS

In addition to co-operating with the Association in efforts to encourage membership in UNACTO and the Association, UNACTO shall co-operate with the Association in soliciting donations.

ARTICLE ELEVEN – FISCAL YEAR

The fiscal year of UNACTO, which is currently the calendar year, shall always coincide with that of the Association.

ARTICLE TWELVE – MEETING NOTICES AND RULES OF ORDER

Notice of a UNACTO meeting may be delivered personally or sent by e-mail, facsimile, or prepaid mail, but the day of delivering or sending the notice shall not be counted in the number of days required for the

notice. An extra day shall be added to the required notice period in the case of prepaid mail and notice may always be waived by any person entitled to it. To the extent not inconsistent with this By-law, parliamentary rules of procedure shall be applicable at UNACTO meetings.

ARTICLE THIRTEEN – REPRESENTATION AT ASSOCIATION EVENTS

UNACTO shall ensure the participation of delegates at the Association's meetings and training seminars.

ARTICLE FOURTEEN – EFFECTIVENESS OF THIS BY-LAW

This By-law, having become effective after revision in May 2012, was further amended on April 8, 2015, with a perspective of formal approval at the Annual General Meeting to be held on May 11, 2015. It was, with the approval of the Association, confirmed by the unanimous approval of members present on May 11, 2015.