

# BY-LAWS OF THE CANADIAN FEDERATION OF CIVIL LIBERTIES AND HUMAN RIGHTS ASSOCIATIONS

## I. NAME

The name of the Organization is "The Canadian Federation of Civil Liberties and Human Rights Associations" referred to in this Constitution as "The Federation", and in french known as "La Federation Canadienne des Associations des Droits de l'homme".

## II. OBJECTIVES

The object of The Federation is to promote, sustain and extend civil liberties and human rights.

## III. LOCUS

The Federation's head office shall be located at Ottawa. The Federation may, by by-law passed by two-thirds of the votes cast at a special general meeting of The Federation called to consider the by-law, change the location of the head office to another place or places in Canada.

## IV. MEMBERSHIP

1. The Federation's membership shall comprise those provincial and local human rights and/or civil liberties associations in Canada which subscribe to these by-laws. Any other such association, whether incorporated or not, may apply for membership in the Federation and may be accepted in the said membership by a majority of the members of the Federation at a duly constituted meeting of the Board of Directors of the Federation.

2. The Federation's membership fee shall be determined from time to time by the Board of Directors.

3. Membership terminates upon formal dissolution or withdrawal of a member association or upon non-payment of its annual fee.

## V. MEETINGS AND VOTES

1. The Board of Directors of the Federation shall comprise one delegate from each member association. All members of the Board of Directors must be members in good standing of their member association.

2. The Board of Directors of the Federation shall meet at least twice a year on six week's notice to all member associations.

3. One of these meetings of the Board shall be designated as The Annual General Meeting of the Federation, and shall be held before March 31st each year. Two delegates from each member association shall be entitled to attend and vote at the Annual General Meeting of the Federation.

4. A Special Meeting may be called at the request of twenty-five percent of the member associations or by decision of a two-thirds majority of the members of the Executive Committee. A Special Meeting may only deal with the subject matter in respect of which it is convened. Six weeks prior notice of a Special Meeting shall be given to member associations.

5. A quorum at any Board of Directors' meeting shall comprise representatives of no fewer than two-thirds of the member associations.

6. Except as otherwise specified in these by-laws all policies of the Federation shall be determined by a majority vote at the meetings of the Board of Directors of The Federation or at a Special Meeting.

7. All activities of The Federation shall be conducted at least in the official languages.

## VI. OFFICERS and EXECUTIVE COMMITTEE

1. The Annual General Meeting of The Federation shall elect the officers of The Federation, including a President, a Vice-President and a Secretary-Treasurer.

2. The above three officers of The Federation, plus three other persons elected by the Annual General Meeting of the Federation shall constitute the Executive Committee.

3. All members of the Executive Committee must be members of the Board of Directors.

4. A vacancy on the Executive Committee may be filled by the remaining members of the Committee until the next meeting of the Board of Directors.

5. The Executive Committee shall perform only such functions as have been directed by the Federation's Board of Directors.

6. Any member of the Committee shall be eligible for re-election.

## VII. FUNCTIONS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE.

1. The meetings of the Board of Directors of the Federation shall have full power to determine the policies and activities of the Federation in accordance with its aims and objectives.

2. The Board of Directors shall, on the request of any member association or by decision of the Executive Committee, consider and deal with any issue or problem relating to human rights and/or civil liberties or with the functioning or administration of the Federation.

3. Each member association retains complete integrity and independence in regard to its existing Constitutional arrangements, policy statements, programme priorities, finances and membership.

4. Nothing in these by-laws is intended to prohibit arrangements between or among other member associations designed to promote closer cooperation and integration. Member associations are invited to develop such arrangements, and the good offices of the Federation shall be made available to that end.

5. The Board of Directors shall be concerned principally with national issues and shall become involved in issues of primarily provincial or local concern only at the request or with the agreement of the provincial and local association concerned.

6. The Executive Committee shall be subject to the authority of the Board of Directors of the Federation and shall submit to each such meeting for its approval, a full report on its activities since the previous Board meeting.

## VIII. FUNDS

1. Funds shall be raised in such manner and for such purposes as the Board of Directors shall decide.

2. The Board of Directors shall provide for the keeping for the Federation's accounts, which shall be audited by an auditor appointed by the Annual General Meeting of the Federation, and whose Annual Report, together with the Federation's Annual Financial Statement, shall be presented to the Annual General Meetings of the Federation for approval.

## IX. AMENDMENTS

Upon six weeks' written notice to all member associations of any proposed amendment, these by-laws may be amended at any Annual General Meeting or Special Meeting by a two-thirds majority of the Board Members.

## X. VALIDITY OF FRENCH AND ENGLISH TEXTS

The French and English texts of these by-laws shall be equally authentic.

## XI. SEAL

The seal of the corporation shall be under the control and custody of the Board of Directors and documents issued by the corporation required to be under seal shall be certified by appending the signatures of any two directors.

## XII. WINDING UP

Upon a dissolution or winding up of the association, any assets remaining after payment of the liabilities of the Federation shall be distributed to such Canadian charitable organization or organizations, as the Board of Directors shall designate.