

**NATIONAL COUNCIL  
ON CANADA-ARAB RELATIONS**

**BY-LAWS**

**AS PROPOSED AT**

**AT A MEETING OF THE MEMBERSHIP**

**OTTAWA, MAY 31, 2008**

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**SECTION ONE: INTERPRETATION**

## 1.01. Definitions

1. "Board" means the Board of Directors of the Organization.
2. "By-Laws" means these By-Laws as amended from time to time
3. "Organization" means the National Council on Canada-Arab Relations
4. "Members" mean members of the Organization who have purchased a membership as set out in these By-Laws
5. "Meeting of Members" mean the Annual General Meeting or a special meeting of members
6. "Recorded address" means the last recorded address of a Member or Director as in the records of the Organization

**SECTION TWO: BUSINESS OF THE ORGANIZATION**

## 2.01 Corporate Seal

1. The Organization shall have a corporate seal in a form approved by the Board
2. The use of the corporate seal shall be authenticated by the signature of such persons as may be designated by the Board.

## 2.02 Fiscal Year

The fiscal year of the Organization shall begin and end on such date as may be fixed by the Board.

## 2.03 Execution of Instruments

1. All cheques, notes bill of exchange and other financial documents shall be signed on behalf of the Organization by the Treasurer and counter-signed by other person or persons as appointed by the Board.
2. All other deeds, transfers, assignments, contracts, obligations and certificates may be signed on behalf of the Organization by a person or persons appointed by the Board.

## 2.04 Business to be Conducted by the Board

1. The business of the Organization shall be directed and supervised by the Board and the Board may exercise all the powers of the Organization that are not required by the Organization in a general meeting.
2. The Board may from time to time, at its discretion raise or borrow money for the purpose of the Organization's business and may secure the repayment of the same by mortgage, charge or other security upon the undertaking and assets of the Organization, both present and future. A meeting of members must approve the borrowing of amounts over \$20,000.

## 2.05 Information Available to Members

No member shall be entitled to any information respecting the Organization which, in the opinion of the Board, would be prejudicial to the interests of the members of the Organization. The Board may, from time to time determine the conditions on which the accounts, records and documents of the Organization shall be open.

**SECTION THREE: DIRECTORS**

- 3.01. The Board of Directors consist of not less than eight (8) Directors and no more than twelve (12).
- 3.02. Directors must be elected by the members from their own number at an annual meeting of members. A term of office for a Director is for one year to be renewed at the next Annual General Meeting of the Members with no Director being able to serve more than three consecutive terms.
- 3.03. The incorporating Directors must serve until the general meeting of the members.
- 3.04. The election of directors shall be by secret ballot. Scrutineers who are not nominees for directors shall be appointed by the chair for the purpose of ascertaining and declaring the results of the directors. In the event of a tie, the chair is authorized to prescribe a procedure to break the tie.
- 3.05. The quorum for the transaction of business at any meeting of the Board shall consist of the majority of the number of Directors.
- 3.06. All Directors shall have equal voting rights.
- 3.07. Qualifications of Directors:  
No person shall be a Director if that person is:
1. less than 18 years of age
  2. of unsound mind and has been found so by a court of law
  3. a regular employee of the Organization
- A Director must:
1. be a member of the Organization
  2. faithfully support the business and affairs of the Organization
  3. otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces, and
  4. comply with these Bylaws
- 3.08. Removal of Directors
1. The members of the Organization may, by a majority vote at a special or annual meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting. Such director shall serve until the next election of the Board.
  2. A Director of the Organization that has missed more than three consecutive meetings of the Board of Directors with no acceptable reason may be removed and replaced by the other Directors.

**Ceasing to Hold Office / Filling Vacancies**

1. The Board may declare a Director's office vacant if a Director:
  - a. fails to attend three consecutive regular meetings of the Board of which he/she has been duly notified, unless his/her absence has been explained to the satisfaction of the Board; or
  - b. has been established to the satisfaction of the Board, to be guilty of disloyalty to the Organization; or
  - c. has been established to the satisfaction of the Board to be no longer qualified; or
  - d. dies.
2. If a director's office is declared vacant, the Board shall as soon as possible fill the vacancy by appointing a replacement Director.

**3.09. Exercise of Authority**

The powers of the Board or of a committee of the Board may be exercised by a resolution passed at a meeting at which a quorum is present. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board or of a committee of the Board so long as there is quorum.

**3.10. Meetings/Notice of Meetings**

1. The Board may conduct regular meetings not less than once every three months.
2. Notice of the time and place of meetings of the Board shall be given in a manner provided for in section 3.12. not less than 5 days before the time when the meeting is to be held if the notice was delivered personally to each director or by means of transmitted or recorded communication and not less than 10 days if notice is given by any other method.

**3.11. Time and Place of Meetings**

Meetings of the Board shall be held at such time and place as the President of the Board may determine.

**3.12. Meetings by Telephone**

A director may participate in a meeting of the Board or of a Committee of the Board by telephone or other communications facilities as which permit all persons participating in the meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office. Directors must be able to communicate adequately with each other. Each director must consent in advance to the method of communication, and have equal access to it. Procedures must be in place for establishing quorum and to record votes.

**3.13. Meeting of New Board**

Each Board may without notice hold its first meeting immediately following the meeting of members at which directors to such Board are elected.

**Adjourned Meeting**

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**3.14. Chair**

The Chair of any meeting of the Board shall be the president, or in his absence the vice-president. If the president and the vice-president are both absent, the directors present shall choose one of their own to be chair.

**3.15. Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a casting vote. All directors shall have equal voting rights.

**3.16. Conflict of Interest**

A director or officer who is a party to a material contract or proposed material contract with the Organization or is a director or and an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Organization shall disclose in writing the nature and extent of that interest at the time.

**3.17. Remuneration and Expenses**

The directors shall be reimbursed for travelling or other expenses properly incurred for matters related to the Organization. Expenses shall be authorized by the Board prior to the event leading to the expense. There will be no other type or remuneration for directors.

**3.18. Reports**

The Board shall submit a report of its activities on a yearly basis at the Annual General Meeting. This report will also include a financial statement. The Executive Director of the Board will also present a report of their activities.

**3.19 Immediate Past President at Ex-Officio Board Member**

The immediate past president will be allowed to attend meetings of the Board of directors as an ex-officio member of the Board with no voting powers. This position should be in addition to the twelve directors (which include officers)

**SECTION FOUR: COMMITTEES AND OFFICERS**

- 4.01 **Committees of Directors**  
The Board may from time to time appoint committees of directors from its number and shall prescribe the committee's duties and authority.
- 4.02 **Transaction of Business**  
The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by a resolution signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Canada.
- 4.03 **Advisory Committees**  
The Board may from time to time, appoint other committees as it may deem advisable, but the functions of such other committees shall be advisory only.
- 4.04 **Procedure**  
Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at no less than a majority of its members, to elect its chair and to regulate its procedure.
- 4.05 **Officers, Powers and Duties**  
Officers are directors of the Board. They are elected as prescribed in section 3.04. The President of the Board is elected by the members of the Organization during the Annual General Meeting. He/She shall be the chair of the Board and an ex-officio member of all committees. He/She will also preside at all meetings of members.
- The Board shall annually, or as often as deemed necessary, elect a Vice-President, Secretary and Treasurer or Secretary-Treasurer from among its members. The Vice-President shall assume all the duties of the President when the President is not present. The Secretary will have custody of the corporate seal.
- Should the board of directors decide that an officer needs to be removed for a reason related to conduct which is contrary to the wellbeing of the organization, they need to put forth a resolution to be voted by two thirds of the directors. That decision needs to be ratified by a special meeting of the membership to be organized as per article 8.02.
- 4.06 **Remuneration and Expenses**  
The officers shall be reimbursed for travelling or other expenses properly incurred for matters related to the Organization. Expenses shall be authorized by the Board prior to the event leading to the expense. There will be no other type or remuneration for officers.

**Variations of Powers and Duties**

The Board may, subject to the provisions of the Act and the By-Laws, vary, add to, or limit the powers and duties of any committee or officer.

**4.07 Auditor**

The members must, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any causal vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

**4.08 Agents and Attorneys**

The Board may from time to time appoint agents or attorneys for the Organization with such powers of management or otherwise including the power to sub-delegate.

**SECTION FIVE: DUTY OF CARE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

5.01. Duty of Care of Directors and Officers

Directors and officers of the Organization, in exercising their powers and discharging their duties shall:

1. Act honestly and in good faith with a view to the best interests of the Organization.
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.

5.02. Insurance

The Organization will purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

## SECTION SIX: MEMBERSHIP

### 6.01. Qualification for Membership

Subject to the provisions of Article 6.03, a person shall only be qualified to apply for membership in the Organization if that person:

1. Is 18 years of age or older
2. Has a genuine interest in furthering the objectives of the Organization

### 6.02. Application for Membership

A person who qualifies for membership in the Organization may apply for membership by submitting to the Board each of the following:

1. a form duly signed requesting membership in the Organization,
2. payment, if required, for a membership in the Organization.

### 6.03. Refusal of Membership Applications

All applications for membership in the Organization shall be subject to the approval of the Board. The Board in its sole discretion may refuse any application for membership. If the Board refuses an application for membership, the amount tendered for the purchase of the membership, if any, shall be promptly returned to the applicant.

### 6.04. Duty of Members

A member shall faithfully support and promote the business and the objectives of the Organization and shall be bound by the By-laws.

### 6.05. Withdrawal of Members

Subject to the approval of the Board and upon such terms and conditions as the Board requires, a Member may withdraw from the Organization with no notice but no compensation.

### 6.06. Termination of Membership for Cause

1. The Board shall have the right to terminate the membership of any member for actions, which in the opinion of the Board, are detrimental to the Organization.
2. Within seven days after the date on which the resolution to terminate the membership of a member is passed by the Board, the Organization shall, in the same manner as provided for the giving of notice of a meeting of members, notify the person whose membership was terminated.
3. A person whose membership is terminated for cause or by resolution of the Board may appeal the decision to the next general meeting of the Organization.
4. The members may, by majority vote at the meeting affirm or overturn the termination. The outcome shall be final and binding on the member.

**SECTION SEVEN: ALLOCATION OF REVENUES****7.01. Disposition of Surplus Earnings**

Disposition of surplus earnings remaining in the hands of the Organization at the end of the fiscal year shall be dealt with:

1. By setting aside such reserves as the Board may consider necessary
2. The Organization shall repay to each member all sums borrowed by the Organization under subsection (1) without interest and as soon as revenue become available for that purpose.