

OPERATING BY-LAWS

**AMNESTY INTERNATIONAL CANADIAN SECTION (ENGLISH SPEAKING),
(hereinafter called "the Corporation").**

ARTICLE ONE

INTERPRETATION

1.01 In all By-laws, resolutions and minutes of the Corporation where the context so requires or permits:

- (a) "Act" shall mean the Canada Corporations Act, and every other Act or Statute substituted therefor, and in the case of such substitution the reference in the by-laws, resolutions and minutes of the Corporation to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Act or Statute;
- (d) "Corporation" shall mean AMNESTY INTERNATIONAL CANADIAN SECTION (ENGLISH SPEAKING);
- (c) "Executive Committee" means the Executive Committee of the Corporation constituted and governed by the provisions of Article Five hereof;
- (d) "Letters Patent" shall mean the letters patent incorporating the Corporation and shall include any supplementary letters patent issued to the Corporation;
- (e) "Amnesty International Group" ("AI Group")" means local groups of members carrying out responsibilities of local groups as defined by the corporation and in accordance with international guidelines, formed and functioning within the provisions of Article 4.02 hereof;

- (f) "Member" means an individual accepted for membership in the Corporation who:
- (i) in accordance with the Statute of Amnesty International, may choose to work for the Corporation;
 - (ii) is registered on the membership rolls of the Corporation;
 - (iii) has made annual financial contribution to the Corporation;
 - (iv) may choose to participate in any Branch activities;
 - (v) observes the policies and procedures of AICS(ES).
- (g) "Network" means a network of Members formed and functioning in accordance with the provisions of Article 4.03 hereof;
- (h) A Membership Structure@ means a network, AI Group, or other membership program which has been recognized by the Executive Committee in accordance with criteria set out in Article 5.05.

"Secretariat" means the secretariat of the Corporation constituted and governed by the provisions of Article 7 hereof;

- (j) "Standing Order" means a procedural resolution of the Corporation implemented pursuant to Article 9 hereof;
- (k) "Statute of Amnesty International" means the current statute of Amnesty International as adopted and/or amended at an International Council Meeting of Amnesty International;
- (l) "Supporter" means an individual or entity having made a financial contribution to the Branch within the last two fiscal periods who has specifically declined "member" status.
- (m) "Voting Member" means any Member who shall have the right to vote at any General Meeting in accordance with the provisions of section 4.11 hereof and who has registered to attend such General Meeting pursuant to relevant Standing Orders;
- (n) With respect to gender, inclusive pronouns will be used. 'Inclusive' means the use of gender non-specific singular pronouns where applicable unless gender-specific pronouns are applicable;

(o) Membership in the Corporation is not transferable;

(p) Individual membership is the only category of membership available.

ARTICLE TWO

HEAD OFFICE

2.01 The Executive Committee from time to time may determine the location of the head office of the Corporation in the municipality in which it is situated pursuant to the Letters Patent incorporating the Corporation and as from time to time changed under the provisions of the Act. The Corporation may also have an office or offices at such other place or places as the Executive Committee may from time to time appoint or the business of the Corporation may require.

ARTICLE THREE

SEAL

3.01 The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation and be in such form as is impressed hereon or in such other form as the Executive Committee may from time to time adopt.

ARTICLE FOUR

COMPOSITION

4.01 Members

Any person who satisfies the definition of Members may be a Member of the Corporation.

4.02 AI Groups

Members proposing to form an AI Group shall apply to the Secretariat for accreditation. All AI Groups shall annually pay such assessments to the Corporation as may from time to time be levied.

4.03 Networks

The Networks of the Corporation shall be those networks created by the Corporation to perform specific functions and to carry out specific responsibilities within the Statue of Amnesty International. All Networks of the Corporation shall be created by Standing Orders.

4.04 Coordinators

- (a) The Executive Committee may appoint coordinators as it shall from time to time consider necessary or desirable.
- (b) Every coordinator shall be responsible to the Executive Committee to perform the specialized functions of the Corporation delegated and entrusted to him/her by the Executive Committee.
- (c) The Executive Committee shall strive to appoint a coordinator for each of those countries of which a prisoner of conscience shall have been adopted by an AI Group. In addition, the Executive Committee shall strive to appoint a coordinator for each substantial area of activity of the Corporation including but not limited to a coordinator of the campaign for the abolition of torture, a death penalty abolition coordinator and a coordinator for every Network.

4.05 Dissolution, Withdrawal, Termination and Resignation

- (a) Dissolution and Withdrawal of Accreditation of Groups:

The Secretariat may dissolve any AI Group which formally requests dissolution, or may withdraw accreditation from any AI Group. The Secretariat shall report to each Annual General Meeting on all dissolutions and/or withdrawals of accreditation which have taken place since the previous Annual General Meeting.

- (b) Termination of the Appointment of Coordinators:

By a two-thirds majority vote of its members the Executive Committee may terminate the appointment of any coordinator in accordance with the terms of a resolution or resolutions of the Executive Committee and shall report such action immediately to all AI Groups, Coordinators and to the International Secretariat of Amnesty International.

- (c) Termination of Individual Memberships:

The Executive Committee, by a two-thirds majority vote of its members, may terminate the membership of any member who contravenes the definition of membership.

Before taking such action the Executive Committee shall inform such members in writing of both the grounds on which it is proposed to deprive them of their membership and their right to present their case to the Executive Committee.

Where the Executive Committee passes a resolution to terminate membership it shall report such action immediately to the individual and to the relevant Amnesty International Group or Network Coordinator.

(d) Resignation:

Any member may resign as a Member of the Corporation by notice in writing to the Secretariat of the Corporation.

4.06 Appeals

Members proposing to form an AI Group who are refused accreditation by the Secretariat may appeal the Secretariat's decision to the Executive Committee.

AI Groups which have had their accreditation withdrawn by the Secretariat may in the same manner appeal the decision to withdraw their accreditation.

Coordinators may appeal the decision of the Executive Committee to terminate their appointment to the next Annual General Meeting.

Members whose membership has been terminated by the Executive Committee may in the same manner appeal the decision of the Executive Committee to terminate their membership to the next Annual General Meeting.

Within 45 days of actual delivery of a decision of the Executive Committee or the Secretariat, pursuant to Article 4.05, a Member, Group or Coordinator affected by the decision, may appeal the decision by delivery of written notice of appeal to the Secretary General at the Secretariat. Pending the determination of the appeal, the decision of the Executive Committee or Secretariat shall prevail.

4.07 Meetings of the Members

(a) Annual: An Annual General Meeting is to be held at such place within Canada and on such days in each year as may be decided by a previous Annual General Meeting, but no later than the maximum time permitted by the Act for the holding of an annual meeting (the "Annual General Meeting"). All AI Membership Structures and all Members entitled to notice pursuant to Article 4.08 shall be given copies of the minutes of the previous Annual General Meeting and of any subsequent Special General Meetings, the proposed agenda for the Annual General Meeting and the audited financial statements of the Corporation for the past financial year. The Annual General Meeting shall consider and decide upon the acceptability of the above mentioned documents, and appoint the Corporation's auditors for the next fiscal year, and set the place and dates of the Annual General Meeting that will be held in two years.

Where no such nomination has been received by the conclusion of the Annual General Meeting, or where the Annual General Meeting has chosen a site but the members have subsequently withdrawn their offer to host the Annual General Meeting, The Executive Committee shall set the date and place of the Annual General Meeting that will be held in two years. Immediately upon so doing the Executive Committee shall inform the membership of its decision.

(b) Special General Meetings

(1) Subject to any restrictions in the Act of Letters Patent,

- (i) The Executive Committee may, by resolution, order a Special General Meeting, or
- (ii) A Special General Meeting shall be convened on the successful requisition of not less than 250 members who have been members for at least one (1) year representing a diversity of membership structures from multiple regions.
- (iii) No more than 75 members may be from any one structure and no more than 125 members may be from one province or territory.

No requisition of a Special General Meeting shall be valid while a Notice of a Special General Meeting called by the Executive Committee is outstanding.

- (2) A requisition form for a Special General Meeting shall be in writing, and shall indicate the name of the member who is making the request his/her province of residence, and one specific AICS(ES) structure to which the member belongs. Where the structure is designated by a number (e.g. group number) then the number should be indicated. If a member belongs to more than one structure, she/he should select the structure that she/he is primarily affiliated with; e.g., does the most work with, or holds the highest formal position with.
- (3) A requisition form for a Special General Meeting may be copied and distributed as required for signing; however each copy of the requisition form must duplicate the requisition information.
- (4) The requisition form shall state the business the requisitioner would like to be transacted at the meeting. Each AI member may send in a requisition or

combine such requisition in the same document with that of any other requisitioning party. All requisitions must refer to the same business.

If the Executive Committee does not call a meeting within 21 days after receiving a successful requisition any group of 25 of the successful requisitioners may call the meeting.

Unless otherwise resolved at the Special General Meeting, the expenses for requisitioning, calling and holding the Special General Meeting reasonably incurred by the AI members requisitioning the meeting shall be reimbursed by the Corporation.

All AI members entitled to notice pursuant to Article 4.08 shall be given notice of the Special General Meeting and the following:

- (a) a summary of the matters to be discussed at the meeting
- (b) the purpose of the agenda
- (c) the text of special resolutions, and
- (d) all relevant documents

A Special General Meeting shall only consider matters submitted to it by the AI members requisitioning the Special General Meeting and no other matters, save for directly related matters that arise as a consequence of decisions made during the Special General Meeting.

(5) The requisition form shall be sent to the Secretary General and the Executive.

A requisition is successful when all of the requirements in paragraphs (1) to (5) are met.

(i) Upon receiving a requisition, the EC within 10 days shall declare to the requisitioners whether it considers the requisition to be successful or not. If declared unsuccessful, the EC must state which requirements were not met. If declared successful, the Executive Committee shall call a Special General Meeting to transact the business stated in the requisition form.

(ii) If the Executive Committee does not call a meeting within 21 days after declaring a successful requisition any group of 25 of the requisitioners may call the meeting.

(iii) If the Executive Committee declares the requisition unsuccessful, any group of 100 of the requisitioners may call the meeting. No more than 50 of these members can be from any one structure, or from any one province.

- (iv) In the event of the failure of the EC to declare a requisition successful or unsuccessful within 10 days of receipt of the requisition, the requisition shall be deemed to be successful, and any group of 25 of the requisitioners may call the meeting.

The Executive Committee shall ensure that the meeting is held not later than 100 days from the date the Secretary General and the Executive Committee received the requisition. No Special General Meeting shall be held within 60 days of an Annual General Meeting.

(c) Purpose

Annual and Special General Meetings (collectively referred to as "General Meetings") are the governing body of the Corporation and, subject to the provisions of the Act, the Letters Patent and the By-laws of the Corporation, are entitled to make all decisions concerning all of the activities and organization of the Corporation.

4.08 Notice of General Meetings

Not less than sixty (60) days before the date of any General Meeting a written notice stating the date, hour and place of meeting and the general nature of the business to be transacted shall be given to members.

4.09 Attendance and Participation

(a) Every Member who has registered to be in attendance thereat in accordance with the relevant Standing Orders is entitled to attend General Meetings together with all other persons otherwise entitled under the provisions of the Act, the Letters Patent or the By-laws of the Corporation to be in attendance. Other persons upon invitation from the Chairperson of the General Meeting or of the Executive Committee or with the consent of the meeting may be admitted to the General Meeting.

(b) In order to facilitate the representation of AI members at meetings, each year AICS(ES) shall create a budget line for subsidies to the AGM and Regional Meetings. The Executive Committee shall review the criteria for selection each year. The criteria will recognize the importance of individual members of AICS(ES) who will be representing other members of AICS(ES) working within groupings and issues of geography and income.

(c) All Members in attendance at a General Meeting have an equal right to address the chair. **Voting members shall have the right to move and second resolutions.**

(d) Normally all Working Parties and Plenary sessions are considered closed; this means that debate in these sessions is confidential, and remains so after the conclusion of the meeting. All other sessions are normally open; this means that discussions may be revealed to the public. However, any member present at any session may propose that the session be declared either open or closed; the question shall be decided by a majority decision of those present at that session and eligible to vote.

4.10 Quorum

A quorum for a General Meeting (unless a greater number of Members is required to be represented by the Act or by the Letters Patent or any other By-Law of the Corporation) shall be at least fifty per cent plus one of the voting members registered for and in attendance at the General Meeting. No business shall be transacted at the General Meeting unless a quorum is present; quorum shall be deemed to exist unless otherwise determined.

A quorum for a Special General Meeting shall be set at a minimum of 100 members (exclusive of member proxies). In addition, quorum requires at least 50% plus one **of the voting members registered for and in attendance at the Special General Meeting.**

No business shall be transacted at the Special General Meeting unless a quorum is present; quorum shall be deemed to exist unless otherwise determined.

4.11 Right to Vote

At General Meetings any member of the Corporation who has been a member for at least 60 days prior to the meeting and is registered and present at the meeting is entitled to exercise one vote. Members unable to attend the General Meeting are eligible to vote via proxy voting.

Members of AICS (ES) shall refrain from voting or exercising proxy votes on resolutions where there is, or where there may reasonably be perceived to be, a conflict of interest, in accordance with the Conflict of Interest Guidelines for Decision-Making accepted at the 2004 Annual General Meeting.

4.12 Voting at Meetings

(a) Every question or resolution submitted to a General Meeting shall be determined by a majority of votes unless otherwise specifically provided by the Act or these By-laws.

(b) Voting on amendments to every such question or resolution, and on procedural matters, shall be taken by a show of voting cards. Final voting on each resolution shall be by secret ballot.

Following a secret ballot, the Chair will announce the numerical results of the ballot. Approval of a motion to destroy the ballots shall be conclusive evidence of acceptance of the Chair's announcement of voting results.

The Chair, or any four members present, may demand a recount of votes. The recount shall be considered final.

4.13 Proxy

- (a) Any member of the Corporation registered for and present at a General Meeting may carry by proxy the votes up to and including seven (7) other members not present.
- (b) No proxy shall be valid for more than one (1) meeting of the members but may continue to be valid in the event such meeting shall have been adjourned unless the proxy shall otherwise have been revoked.
- (c) All proxies shall be submitted prior to the commencement of the General Meeting for which such proxies have been issued. The Chairperson of the meeting shall determine the validity of every proxy.
- (d) The Executive Committee shall prescribe the form of proxy. Any prescribed form of proxy shall be included with the notice of meeting given pursuant to Article 4.08 hereof.

4.14 Powers of the General Meeting

Ultimate authority for the conduct of the affairs of the Corporation is vested in the general meeting. The General Meeting, while in session, shall exercise the rights and powers authorized by, and not contrary to, the Act and Letters Patent, and may transact any business of the Corporation, including all business otherwise to be exercised by the Executive Committee.

4.15 Rules of Order

The Rules of Order for governing the conduct of General Meetings shall be as established by Standing Order.

4.16 Representation to the International Council Meeting

- (a) The President, or in the event that the President is unable to attend, the Vice-President, shall attend the International Council Meeting as a delegate;
- (b) The AICS(ES) participant in the International Youth Assembly (IYA) shall attend the International Council Meeting as a delegate. Should there be no AICS(ES) participant in the IYA, the Executive Committee shall appoint a youth delegate to the International Council Meeting.
- (c) The Secretary-General or the Executive Director, or their delegate as determined by the Executive Committee and Senior Management, shall attend the International Council Meeting as a delegate.
- (d) All remaining representatives to the International Council Meeting of Amnesty International shall be elected by the Annual General Meeting in accordance with the criteria and procedures of the relevant Standing Orders or resolution of the Annual General Meeting. In the event that any elected representative is unable to attend, the Executive Committee shall choose an alternate, taking into account any recommendations from the ICM Preparatory Committee.
- (e) Only one staff member, in addition to the Secretary General or his/her delegate may be elected as an International Council Meeting delegate. In the event that more than one staff person is elected to attend the International Council Meeting only the staff member receiving the most votes may actually be a delegate.

ARTICLE FIVE

EXECUTIVE COMMITTEE

5.01 Composition

The Executive Committee shall consist of five (5) officers (President, Chairperson of the Executive Committee, Vice-President, Secretary and Treasurer), and five (5) Directors at large (the "Directors") elected as herein provided.

5.02 Election of Directors and Officers

At the Annual General Meeting in the year of the International Council Meeting the Voting members shall elect two (2) Officers (Chairperson, Secretary) and three (3) Directors to hold office for two years. At the Annual General Meeting of the following year the Voting members shall elect the other three (3) Officers (President, Vice-President, Treasurer) and two (2) Directors to hold office for two years.

5.03 Qualification

Subject to the restrictions described herein, only Voting Members of the Corporation, or Members eligible to vote by proxy at a General Meeting, are eligible for election or appointment to the Executive Committee.

No person shall serve on the Executive Committee in any combination or position for more than six consecutive years. No person may hold more than one position on the Executive Committee at the same time.

5.04 Quorum

Seven (7) members of the Executive Committee including the President or Chairperson of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee.

5.05 Powers of the Executive Committee

Between general meetings the Executive Committee shall have full power and authority to manage and control the affairs and business of the Corporation, subject to the Act, the Letters Patent, the By-laws, Standing Orders, and any other resolutions passed by general meetings.

The Executive Committee shall have the power and authority to recognize an AI Membership Structure with respect to according voting rights to such a structure by considering the following criteria:

- the existence of a membership list recorded by the Secretariat
- a defined role within the Branch campaigning and action work
- iii) the level of servicing for the identified membership of the structure

The Executive Committee shall approve the corporation's budget on an annual basis, considering the input from the membership at the AGM.

5.06 Functions and Methods

The functions of the Executive Committee shall include the promotion of the interests and objectives of Amnesty International as set out in the Statute of Amnesty International, and the adoption of appropriate methods for the securing of the objects of the Corporation.

5.07 Duties of Officers

(a) President: The President shall be ex officio a member of all committees of the Corporation and of all committees of the Executive Committee. He/she or his/her nominee shall preside as chairperson at all General Meetings or any part thereof.

(b) Chairperson of the Executive Committee: The Chairperson of the Executive Committee shall be ex officio a member of all regular standing committees of the Executive Committee. He/she shall preside at all meetings of the Executive Committee.

(c) Vice-President: The Vice-President shall, in the absence or inability of the President, perform all the duties of the President and have all the authority vested in the President by these By-laws of the Corporation and the Act. If the Vice-President shall exercise any such duties or authorities the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may delegate from time to time or as the Executive Committee may prescribe.

(d) Secretary: the Secretary, or in his/her absence his/her nominee, shall be custodian of the seal of the Corporation; he/she shall issue all notice and call all meetings under the direction of the Executive Committee or as otherwise provided in the By-laws; he/she shall attend and act as Secretary of all General Meetings and all meetings of the Executive Committee; he/she shall perform such other duties as may be prescribed from time to time by the Executive Committee; and he/she shall keep or cause to be kept a set of books wherein shall be recorded minutes of all proceedings at General Meetings and Meetings of the Executive Committee and such non-financial information as is required by the Act to be kept in books and records of the Corporation.

(e) Treasurer: The Treasurer shall insure that all the financial records of the Corporation are kept and perform such other duties as the Executive Committee may prescribe.

5.08 Vacancies

(a) The position of a member of the Executive Committee shall ipso facto be vacated upon the occurrence of any of the following events:

- (i) If he/she is found to be a mentally incompetent individual or become of unsound mind;
- (ii) If he/she ceases to be a Member;
- (iii) If by notice in writing delivered to the Corporation, he/she resigns his/her office; or
- (iv) If he/she is absent without good reason from two (2) consecutive meetings of the Executive Committee.

(b) So long as a quorum of the Executive Committee remain in office, any vacancies from time to time occurring by reason of the above, or any increase in the number of the Executive Committee under the provisions of the Act, or death, or removal by resolution of an Annual or Special General Meeting without election by it of a replacement, or otherwise, may be filled by appointment by such members of the Executive Committee as remain in office. A person appointed by such members of the Executive Committee as remain in office to fill a vacancy on the Executive Committee shall hold office (subject to the Letters Patent and these By-laws) until the next General Meeting of the Corporation.

5.09 Meetings

(a) Place and Time: Subject to any restrictions in the Act or the Letters Patent the Executive Committee shall meet at least three (3) times a year at such place as it may from time to time by resolution decide or as the person or persons convening the meeting shall direct.

- (b) Convening: Any five (5) members of the Executive Committee may at any time convene a meeting of the Executive Committee.
- (c) Notice: Notice of meetings of the Executive Committee shall be given to each member of the Executive Committee not less than twenty-one (21) clear days before the meeting is to take place; provided, however, that meetings of the Executive Committee may be held at any time without formal notice being given if all its members are present, or if a quorum is present and those of its members who are absent either before or after the meeting signify their consent in writing to the holding of such meeting in their absence. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by the members of the Executive Committee.

Where a meeting of the Executive Committee is held within seven (7) days of the election or appointment of a member of the Executive Committee, the meeting shall not be found to be void by virtue of any failure to give notice to the members.

- (d) Attendance: Meetings of the Executive Committee shall be open to all members of the corporation. At the discretion of the Executive Committee a meeting, or a part thereof, may be closed. At the Chairperson's discretion, members attending may speak to the meeting of the Executive Committee.

5.10 Nominations

The Executive Committee shall appoint in each year a nominating committee to receive nominations of candidates for the Executive Committee and representatives to the International Council Meeting (the "Nominating Committee"). The Nominating Committee shall invite from the Members nominations to be considered by the Nominating Committee and it shall be the duty of the Nominating Committee to encourage such nominations. The Nominating Committee shall present all nominations received, and may present a recommended list of candidates to the Annual General Meeting. It shall also be the responsibility of the Nominating Committee to endeavour to provide at least one (1) nomination for each vacant position on the Executive Committee and nominations for representation to the International Council Meeting.

5.11 Voting

All matters and questions arising at any meeting of the Executive Committee shall be decided by majority of votes unless otherwise provided in the Act, the Letters Patent or these By-laws. There are two circumstances that allow the Chairperson of the Executive Committee to cast a vote;

- (i) the Chairperson may cast the deciding vote on a tied motion;
- (ii) the Chairperson may choose to vote against a motion if that vote will create a tied motion (therefore defeating the motion, since a tied motion is defeated).

5.12 Liability of Members of the Executive Committee

Members of the Executive Committee may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting when acting upon such statement or report.

No member of the Executive Committee of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty or be occasioned by his/her own wilful neglect or default.

5.13 Indemnity of Members of the Executive Committee

Every member of the Executive Committee of the Corporation and his/her executors and administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such members of the Executive Committee sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or alleged to be so except such costs, charges or expenses as are occasioned by his/her own wilful default or neglect.
- (b) all other duly authorized costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his/her wilful default or neglect.

5.14 Remuneration:

No member of the Executive Committee shall be paid any remuneration for acting as a member of the Executive Committee. The members of the Executive Committee shall be paid such sums in respect of their out-of-pocket expenses incurred in attending General Meetings, meetings of the Executive Committee of meetings of other committees, or otherwise incurred in performing their duties, as the Executive Committee may from time to time determine.

ARTICLE SIX

COMMITTEES

Any General meeting or any meeting of the Executive Committee may establish such committees, standing or ad hoc, as it determines. To be eligible to serve on any such Committee, a person must be a Member.

ARTICLE SEVEN

SECRETARIAT

7.01 Secretariat:

The Executive Committee may establish a Secretariat which may consist of a Secretary General, an Executive Director and additional staff as may from time to time be determined by the Executive Committee ("Secretariat"). The Secretariat shall be responsible to the Executive Committee for the implementation of the decisions of the General Meeting and the Executive Committee.

7.02 Secretary General and Executive Director

The Secretary General and Executive Director shall be jointly and severally responsible, under the direction of the Executive Committee, for the Administration of the Secretariat and such additional responsibilities as may be delegated to them by the Executive Committee.

7.03 Vacancy

In the case of the absence or illness of the Secretary General and/or the Executive Director, or of a vacancy in either post, the President may appoint an acting Secretary General and/or Executive Director to act until the next meeting of the Executive Committee.

7.04 Attendance

The Secretary General and Executive Director will attend all General Meetings and may speak thereat.

7.05 Remuneration

The Executive Committee may fix the remuneration to be paid to the individual members of the Secretariat. No member of the Secretariat while serving as such shall be eligible for election as either an Officer or Director of the Corporation.

7.06 Liability and Indemnity

Members of the Secretariat shall be subject to the same conditions of liability and indemnity as are laid down in this By-law for members of the Executive Committee.

ARTICLE EIGHT

AMENDMENT OF BY-LAWS

8.01 Enactment

By-laws of the Corporation may be enacted and such By-laws repealed or amended by By-law of the Corporation enacted by a two-thirds majority of the Voting members at any General Meeting, provided that due notice of motion to enact, repeal, or amend such By-law has been given, and provided further that the enactment, repeal or amendment of such By-law shall not be enforced acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained, as required under Section 155(2) of the Canada Corporations Act.

8.02 Submission of Amendments

Resolutions to enact, repeal or amend the By-laws of the Corporation may be submitted by any member of the Corporation with the support of five other members. Such resolutions shall be submitted to the Secretariat not less than ninety (90) days before the General Meeting at and by which they are to be determined.

8.03 Notice of Amendments

Notice of any resolution to enact, repeal or amend the By-laws of the Corporation shall be given to members sixty (60) days prior to the General Meeting at which such resolution shall be considered by the members in attendance thereat; provided, however, that amendments to any such resolution to enact, repeal or amend the By-laws of the Corporation shall be considered at such General Meeting without prior notice of the amendments to such resolutions having been given.

ARTICLE NINE

STANDING ORDERS

9.01 Standing Orders of the Corporation relative to any matter of procedure or organization of the Corporation not otherwise dealt with by, nor inconsistent with, the Act, the Letters Patent or the By-laws of the Corporation may be implemented by ordinary resolution of General Meetings and shall remain in force until expressly amended or repealed. Every resolution to implement a Standing Order shall be expressly designated as such. The Standing Orders of the Corporation shall be consecutively numbered and copies of those Standing Orders in force from time to time shall be available to all Members.

ARTICLE TEN

EXECUTION OF DOCUMENTS

10.01 Execution Under Seal

All deeds and other documents to which the seal of the Corporation shall be affixed shall be signed by any two of the officers of the Corporation and when so signed, sealed and delivered shall be an act of the Corporation.

10.02 Copies of By-laws etc.

Copies of By-laws, resolutions or other proceedings of the Executive Committee or General Meetings of the Corporation may be certified under the corporate seal of the Corporation by an officer of the Corporation.

10.03 Other Documents

All other contracts, agreements, engagements or instruments may be signed by such officer, Director, agent or attorney as the Executive Committee may from time to time by resolution appoint to perform such duties or, failing appointment, by any one of the persons authorized to sign documents under the seal of the Corporation as provided in Article 10.01 above.

10.04 General

The Executive Committee shall have power to appoint from time to time by resolution any officer or officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing both under seal of the Corporation and otherwise.

ARTICLE ELEVEN

FISCAL YEAR

11.01 The fiscal year of the Corporation shall be January 1- December 31.

ARTICLE TWELVE

INVESTMENTS

12.01 Such individual or individuals as may be authorized by resolution of the Executive Committee or by an instrument or instruments in writing signed by any two officers shall have authority on behalf of the Corporation to purchase, acquire, sell, assign, transfer, exchange, covert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities to be purchased or acquired by or owned by or registered in the name of the Corporation and to sign and execute all purchase orders, assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of purchasing, acquiring, selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

12.02 All of the shares or securities held from time to time by the Corporation carrying voting rights of any company or companies may be voted at any and all meetings of shareholders, bondholders, debenture-holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such individual or individuals as the President shall from time to time determine. In the absence of such determination by the President any officer may from time to time execute and deliver for and on behalf of the Corporation instruments of proxy and arrange for the issuance of voting certificates and other evidence of right to vote in such name or names as they determine.

ARTICLE THIRTEEN

NOTICE

13.01 Method of Giving

Any notice, demand, copy of resolution or other documents to be given by the Corporation pursuant to any provisions of the Act, the Letters Patent, or the By-laws, or any resolution of a General Meeting or of the Executive Committee to a Member, to an AI membership structure, or to any other person shall be sufficiently given if mailed by ordinary mail or delivered to his/her last address as recorded on the books of the Corporation or if delivered personally to the person to whom it is to be given. Every such notice, if mailed, shall be deemed to have been given on the date of mailing or delivery. Any member of the Executive Committee may change the address on the books of the Corporation of any Member, or person in accordance with any information believed by him/he to be reliable. The accidental omission to give any notice to any Member or person, or any error in any notice not affecting the substance thereto, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. Any notice may be included in any periodic publication of the Corporation.

13.02 Adjourned Meetings

The Chairperson of the General Meetings with the consent of the Voting members and subject to such conditions as the meeting may decide may adjourn the same from time to time and from place to place and no notice of such adjourned meeting need be given except when a meeting has been adjourned for thirty (30) clear days or more or is not adjourned to a fixed time and place in which event notice of the adjourned meeting shall be given as in the case of the General Meeting. Any business may be brought before or dealt with at any such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

13.03 Computation of Time

In the absence of provision to the contrary where a given number of days or other period of notice is required to be given, the day of giving the notice shall be excluded, and the day for which notice is given and statutory holidays and non-juridical days shall be included in such number of days or other period.

13.04 Proof of Service

A certificate of the President or the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate or of any agent of the Corporation as to facts in relation to the mailing or delivery of any notice shall be conclusive evidence thereof and shall be binding on every person entitled to such notice.

ARTICLE FOURTEEN

AUDITORS

14.01 Each Annual General Meeting shall appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual General Meeting provided that the Executive Committee may fill any casual vacancy in the office of the auditors. The remuneration of the auditor shall be fixed by the Executive Committee.

ARTICLE FIFTEEN

RELATIONSHIP WITH AMNISTIE INTERNATIONALE SECTION CANADIENNE (FRANCOPHONE)

15.01 The relationship between the Corporation and its French-speaking equivalent in Canada shall be governed by the following guidelines, as in the "Memorandum of Agreement" passed in London, Ontario, 2 June 1978 as amended;

I **WHEREAS** the Annual General Meeting in Guelph, 1977 decided the principle of the creation of two autonomous bodies within Amnesty International in Canada, and the revision of the constitution accordingly;

WHEREAS the committee formed for this purpose has deliberated and has concluded that it is impossible to create two autonomous Branches within a single Corporation;

WE PROPOSE the creation of two fully autonomous bodies in Canada, and these two bodies will function according to the statutes of Amnesty International.

II **WHEREAS** the present reality shows the necessity of cooperation between these two fully autonomous bodies, and,

WHEREAS the two bodies acknowledge that their energy should be directed toward attaining the objectives of Amnesty International;

WE PROPOSE the following Memorandum of Agreement between the two bodies;

1. With respect to representation at the International level, the two bodies agree that:

a) at the international level the delegates be seated together under the same name;

b) before any international meeting, delegates from the two bodies and/or the two Executive Committees meet to discuss the agenda.

2. With respect to taking a position on Canadian issues or making presentations to the Canadian authorities, the two bodies agree to consult before formalizing their positions.

3. The two Branches will continue to exchange minutes of important meetings.

4. The presidents of the two Branches or their delegates will be in regular contact.

5. The presidents or their delegates will inform their respective decision-making bodies of important relevant decisions taken by the other Branch.

6. The two presidents or their delegates will consult their respective decision-making bodies should joint action be deemed advisable.

7. In the case of breakdown in the above procedures or in the event of disagreement on a given issue, each Branch will delegate a number of its bilingual representatives to further discuss the issue and attempt to find a solution for presentation to the appropriate decision-making bodies.

ARTICLE SIXTEEN

DISSOLUTION OF CORPORATION

- (a) The Corporation can only be dissolved by law by a decision of the International Executive Committee or by a decision of a General Meeting taken with a quorum of one-third of its members and by a two-thirds majority of those present and voting.
- (b) If, after the Corporation ceases to operate or is dissolved and after satisfaction of all its debts and liabilities, there remains any property (including information) whatever, that property shall become the property of Amnesty International and shall be disposed of by a decision of the International Executive Committee.

ARTICLE SEVENTEEN

METHODS OF OPERATION

- (a) The Corporation shall operate, and shall ensure that its groups and members shall operate, in accordance with the International Statute, working rules and guidelines of Amnesty International.
- (b) In order to achieve the aforesaid object, the Corporation shall use the methods which are expressed in Article 2 of the Statute of Amnesty International, insofar as applicable, as amended from time to time, as incorporated herein by reference and according to the rules established by the International Council of Amnesty International.
- (c) In view of the methods of Amnesty International as presently expressed in Article 2 of its Statute, the Corporation shall, subject to the Statute of Amnesty International and the guidelines and working rules adopted by the International Council:
 - i) at all times maintain an overall balance between its activities in relation to countries adhering to the different world political ideologies and groupings;
 - ii) take all necessary steps to establish an effective organization of Amnesty International groups registered with the Corporation and of individual members.