

WORLD FEDERALIST MOVEMENT – CANADA MOUVEMENT FÉDÉRALISTE MONDIAL (CANADA)

BY-LAW #1: GENERAL

NATIONAL CONSTITUTION

(as revised November 23, 2013, Ottawa)

PREAMBLE

As World Federalists, we affirm our determination to pursue the high purposes of the Charter of the United Nations, to maintain international peace and security, to prevent war, to respect fundamental human rights and the international rule of law and to promote the economic and social advancement of all people.

Ours is a planet in crisis, facing challenges that are difficult to manage by nations acting separately in a divided world. It has become urgent for the world's people and governments to join in achieving a new level of global cooperation such as can only be sustained by a universal commitment to the planet as a genuine community. We make that commitment, and call on our fellow citizens and our government to do the same.

As World Federalists, we view the world as one society embracing all of humanity in all its diversity. To this end, we call for urgent progress in developing those democratic world institutions which are essential to assure a peaceful, just, and ecologically sustainable world community.

These world institutions must have the legal and political authority to make and/or enforce international law in order to deal with those problems that can only be resolved effectively at the global level, while affirming the sovereignty of the nation-state in matters which are essentially internal (i.e., all in accordance with the federalist principle of subsidiarity).

Our goal is a world order in which the legitimate rights of nation states are balanced by and consistent with the collective rights and responsibilities of the global community to promote and advance the common good of all humanity.

As World Federalists we are committed in particular to:

- Promoting a consciousness of humanity as one community and of every person as a citizen of one world;
- Ending the arms race and the elimination of all weapons of mass destruction;
- Ending the use of military force save in the common interest to maintain peace and to prevent aggression;
- Implementing the International Bill of Human Rights and establishing democratic world institutions;
- Promoting international development to reduce world poverty, to provide an equitable distribution of global wealth and to shape globalization positively;

- Protecting our common environment and the preservation of the ecosystem for succeeding generations; and
- Reforming the United Nations system to render it more democratic and effective in the pursuit of its mission and goals.

AND TO THESE ENDS WE ESTABLISH THE WORLD FEDERALIST MOVEMENT - CANADA WITH THE FOLLOWING OBJECTIVES:

- The objective of the World Federalist Movement - Canada is to achieve a lasting peace through a world federation of states/nations/peoples, after the manner of regional and national federations. World federation is necessary to end the present anarchy of warring states. It is also seen as an instrument of achieving justice, equality, and prosperity for all people by permitting release for urgent social problems of the enormous resources devoted to armaments.
- The immediate objective is to convince the people and government of Canada to work towards the attainment of such a world federation.
- As one of the paths leading to a federal world government, the World Federalist Movement - Canada will give continuing support to the United Nations in its efforts to bring about a world community of justice and peace, while seeking every opportunity to universalize its membership and strengthen its charter.

1. **Definitions**

In this by-law and all other by-laws of the World Federalist Movement – Canada / Mouvement fédéraliste mondial (Canada) (the Corporation), unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "Director" means a member of the board;

"**by-laws**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an Annual Meeting of Members or a Special Meeting of Members of the Corporation;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution by the members of the Corporation;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than 2/3 of the votes cast on that resolution by the members of the Corporation.

2. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" means a physical person.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

The English and French texts of this by-law shall have equal force.

3. Structure of Corporation

The World Federalist Movement - Canada (WFMC) consists of Members, Branches, the Board, the Executive Committee and the National Office.

4. Affiliation of Corporation

The WFMC is affiliated with the international World Federalist Movement (WFM) and the members of the WFMC are also members of the WFM.

5. Membership

a) Conditions

Individual membership is open to any person who subscribes to the objectives of the Corporation and either pays the required fee or makes a donation to the Corporation, or makes a donation to the World Federalist Foundation.

Honorary members shall be those members of the Corporation who have performed outstanding services for it, and upon whom the Corporation may desire to confer special distinction. The nomination of members to this classification shall be subject to the approval of the Board.

All members in good standing have the right to vote at all Annual Meetings of Members and Special Meetings of Members and are eligible for election to the Board and as an Officer of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members at an Annual Meeting of Members or a Special Meeting of Members is required to make an amendment to this section of the by-laws.

b) Branches

Any group of 10 or more members in a well-defined geographic region is encouraged to organize as a Branch and may do so with the approval of the Board.

Each Branch shall provide, for the approval of the Board, its own Constitution which must be consistent with this by-law. The Constitution of the Branch shall provide that its officers shall be elected at a General Members' Meeting publicized to all Branch members at which a quorum of not less than 6 members or 10 per cent of the Branch members are present, whichever is greater.

The President of a Branch is also designated to be a Director on the Board. However, a Branch President may appoint another member of the Branch to be a Director in place of the Branch President.

If, in the opinion of the Board, the actions of any Branch contravene the objectives of the WFMC, the Board, after the alleged offending Branch has been given full opportunity to make full representation to the Board, may, by a 2/3 vote, withdraw recognition of the said Branch, which Branch shall then cease to be a Branch of the WFMC and its assets shall revert to the National Office.

6. **Annual Meeting of Members**

a) Date and Location

The Board shall convene an Annual Meeting of Members, to which all members will be invited, once every calendar year at an appropriate location.

b) Notice of Annual Meeting of Members

Notice of the time and place of an Annual Meeting of Members shall be given to all members by mail, courier or personal delivery or by telephonic, electronic or other communication facility at least 90 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members at an Annual Meeting of Members or a Special Meeting of Members is required to make an amendment to this section of the by-laws.

c) Agenda

The agenda for all Annual Meeting of Members must include:

- presentation of financial statements;
- consideration of the auditor's report;
- appointment of the auditor; and
- reports from the President and the Executive Director.

Every second year the agenda for the Annual Meeting of Members will also include the election of Directors and Officers and may include proposals for the adoption of policy and such other matters as may come before the meeting.

A draft agenda for the Annual Meeting of Members shall be made available to all members at least 21 days before the date of the meeting.

Additional matters offered for the agenda by a Branch or member must be received at the National Office at least 14 days before the meeting.

d) Quorum

The presence in person of ten or more members shall constitute a quorum of all Annual Meetings of Members and Special Meetings of Members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

e) Chair of Meetings of Members

The President shall chair all Annual Meeting of Members and Special Meetings of Members. In the absence of the President, the Chair of the Board shall chair the meeting. In the absence of both the President and the Chair of the Board, the Chair of the Executive Committee shall chair the meeting.

In the event that the President, Chair of the Board and Chair of the Executive Committee are all absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

f) Participation by Electronic Means at Annual Meeting of Members

If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means shall be provided with the agenda and all other meeting documentation and is deemed to be present at the meeting and such participation shall count in determining a quorum.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members at an Annual Meeting of Members or a Special Meeting of Members is required to make an amendment to this section of the by-laws.

g) Votes to Govern at Annual and Special Meetings of Members

Where possible, decisions shall be made by consensus.

In the absence of consensus, every question on those matters specifically on the agenda shall, unless otherwise provided by the Articles or the by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 shall cast the deciding vote.

In the absence of consensus, on matters not specifically on the agenda, decision shall require an affirmative vote of 2/3 of those voting.

h) Nomination of Directors and Officers at Annual Meeting of Members

At least 3 months prior to an Annual Meeting of Members where elections take place, the Board shall appoint a nominating committee of members who have consented to serve, to nominate a slate of Directors and Officers as prescribed in Section 6(i) of this by-law. The Chair of the nominating committee shall be the immediate past President, or if she is unable or unwilling to act, her immediate predecessor, or failing this, a member selected by the Board.

The nominating committee shall submit its report to the Executive Director one month prior to the Annual Meeting of Members and the Executive Director shall promptly make the proposed slate of Directors and Officers available to all members and Branches.

Any Branch or member may submit additional nominations provided all such nominations are forwarded to the National Office to arrive at least one week prior to the Annual Meeting of Members.

i) Election of Directors and Officers

At an Annual Meeting of Members where the agenda provides for the election of Directors and Officers, the following positions shall be filled by election:

- President;
- Chair of the Board;
- Treasurer;
- Secretary; and
- up to 18 Directors-at-Large.

j) Appointment of Auditor or a Professional Authorized to Provide a Review Engagement

An auditor or a professional authorized to provide a review engagement shall be appointed at each Annual Meeting of Members to audit or to provide a review engagement of the accounts of the Corporation.

k) Special Meeting of Members

The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of at least 30 members in which the purpose of the meeting is made known. If the Directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting respecting the provisions for location, notice, agenda and quorum as set out in Sections 6(a-d).

7. Board of Directors

a) Composition

The Board shall consist of the number of Directors specified in the Articles (i.e., a minimum of 7 Directors and a maximum of 50 Directors), comprising:

- Officers

- President;
- Chair of the Board;
- Chair of the Executive Committee;
- Treasurer;
- Secretary; and
- Executive Director
- the immediate past President;
- Directors as designated by Branches of these by-laws (see Section 5(b)); and
- up to twenty-four Directors-at-Large (i.e., 18 to be elected by the Annual Meeting of Members and 6 by the Board).

No person shall hold office on the Board unless he is an active member in good standing. All members of the Board, except the Executive Director, shall serve without remuneration, though the Board may authorize travelling expenses within an approved budgeted amount.

If the President is re-elected for an additional term, his predecessor may continue to serve as immediate Past-President.

b) Term of Office of Directors

All members of the Board shall take office immediately upon election or upon appointment.

The Directors shall be elected to hold office for a term expiring not later than the close of the second Annual Meeting of Members following the election.

c) Meetings of the Board

The Chair of the Board shall chair meetings of the Board and shall convene a meeting of the Board whenever he thinks it is necessary or is directed by a minute of a previous meeting, but at least two times in each calendar year at a suitable place.

The Chair of the Board shall convene a Board meeting at the National Office upon the requisition in writing of not less than five members of the Board, stating the objects of the meeting. If the Chair of Board does not convene such a meeting within 14 days, then the Board members requesting the meeting themselves may convene the next Board meeting at the National Office.

In the absence of the Chair of the Board, the Chair of the Executive Committee shall chair the meeting. In the event that the Chair of the Board and Chair of the Executive Committee are both absent, the Directors who are present shall choose one of their number to chair the meeting.

d) Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given to every member of the Board at least 21 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless the by-laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a

notice of meeting of Board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

e) Agenda for Meeting of the Board

An agenda shall be circulated to all Board members at least one week prior to a meeting. Decisions may be taken on matters specified on this agenda. The Executive Director shall present at the meeting all comments on the matters specified on the agenda which he may have received from Board members not in attendance.

f) Voting at the Board

Where possible, decisions of the Board shall be made by consensus.

In the absence of consensus, decisions shall be made in accordance with a majority of the votes cast on the question. Each person on the Board shall have one vote. In case of an equality of votes, the Chair of the meeting shall cast the deciding vote.

g) Quorum at Board Meetings

Ten members of the Board, including 3 of the officers of the Executive Committee, shall constitute a quorum at a meeting of the Board.

h) Participation by Electronic Means at Board Meetings

The Board may authorize their members to participate in the meetings of the Board by means of teleconference or videoconference and such participation shall count in determining the quorum. Such participation shall be recorded in the minutes of said meeting. All those participating in meetings by teleconference or videoconference shall be provided all the documents necessary for the meeting.

i) Committees of the Board

The Board may establish committees. The Board will provide terms of reference for each committee, appoint the chair and select membership or propose ways of selecting members.

Members of a committee shall hold office until the ensuing Annual Meeting of Members but be eligible for re-appointment.

The Committee Chair shall report on the work of her committee to the Board and at the Annual Meeting of Members and at such other times as requested by the Board.

j) Functions and Decisions of the Board

The Board shall be responsible for the following functions and have powers to act accordingly. It:

- shall be responsible for the general management of the Corporation;
- shall be responsible for the adoption and execution of policy for the Corporation;
- shall represent the Corporation in all official negotiations, representations and contacts with governmental and other organizations;
- may invite, in exceptional circumstances, a distinguished Canadian who subscribes to the objects of the Corporation to become, or remain, Honorary President for a term of two years;

- may invite distinguished Canadians or persons resident in Canada who subscribe to the objectives of the Corporation to serve on an Advisory Board;
- may approve the nomination of members as Honorary members;
- shall encourage, recommend and approve the establishment of new Branches;
- shall maintain liaison with the WFM and other related organizations;
- may appoint up to 6 Directors-at-Large who shall be full members of the Board and their appointment shall lapse at the second Annual Meeting of Members following their appointment;
- shall, in the event that any of the Director or Officer positions become vacant between elections, appoint persons to fill the vacant position(s) for the remainder of the term;
- shall elect the Chair of the Executive Committee, who may be any member of the Board except the Executive Director;
- shall elect two Directors to serve as Officers on the Executive Committee;
- shall be responsible for the adoption, repeal and amendment of by-laws in accordance with Sections 15 of this by-law;
- may make internal governance regulations for the operation of the Corporation as required; and
- shall approve the draft budget and annual financial reports for submission to the Annual Meeting of Members.

Decisions of the Board must be consistent with decisions of the Annual Meeting of Members. In the event of a decision of the Annual Meeting of Members which the Board deems to have been rendered obsolete by subsequent events or new information, a decision of the Board may over-ride a decision of the Annual Meeting of Members if adopted by a vote of 75 per cent. No decision of the Board may over-ride this by-law.

Decisions of the Board relating to the adoption of policy and decisions which reverse decisions of the Annual Meeting of Members must be reported to the Annual Meeting of Members at its next meeting for ratification.

k) Removal of Officer

The Board may remove from office any officer elected by the Annual Meeting of Members or by itself upon obtaining the concurrence of 2/3 of the members of the Board at a meeting at which such removal appears as an item on the agenda.

8. Officers

The Officers are the President, the Chair of the Board, the Chair of the Executive Committee, the Secretary, the Treasurer and the Executive Director.

a) The President shall:

- preside at Annual Meeting of Members; and
- be the principal representative and spokesperson for the Corporation in its outside affairs and relations with the community.

- b) The Chair of the Board shall:
- convene meetings of the Board as required in Section 7(c) of this by-law; oversee the preparation of the agenda; and preside at meetings of the Board; and
 - occupy the position and perform the duties of the President should the President be unable for any reason to perform his duties.
- c) The Chair of the Executive Committee shall:
- convene meetings of the Executive Committee; oversee the preparation of its agenda; and preside at its meetings;
 - occupy the position and perform the duties of the Chair of the Board should the Chair of the Board be unable for any reason to perform her duties; and
 - oversee the operation of the national office in accordance with Section 9(e) of this by-law.
- d) The Secretary shall:
- exercise supervision over notices of meetings, the minutes, agendas and correspondence of the Board; and
 - alert and advise the Board as to the faithful implementation of the by-laws.
- e) The Treasurer shall supervise the accounts of the National Office, the preparation of the annual financial report and budget and other interim financial reports as requested by the Board and oversee the requirements as set out in Sections 12, 13 and 14 of this by-law.
- f) The Executive Director shall have the duties as set out in the regulations as decided by the Board, shall be under the supervision and direction of the Executive Committee and shall report to the Chair of the Executive Committee or another Officer designated by the Executive Committee.

No more than two offices may be held by the same person.

9. **Executive Committee**

a) Composition

The Executive Committee is a committee of the Board comprising the following:

- The President, the Chair of the Board, the Chair of the Executive Committee, the Treasurer, the Secretary and the Executive Director; and

- Two Directors elected by the Board; and
- One Director co-opted by the Executive Committee.

b) Meetings of the Executive Committee

The Chair of the Executive Committee may convene a meeting of the Executive Committee with the concurrence of two other members whenever she thinks it is necessary.

c) Quorum

Four members of the Executive Committee, including one of the President, the Chair of the Board or the Chair of the Executive Committee shall constitute a quorum.

d) Electronic Participation at Executive Committee Meetings

The Executive Committee can authorize their members to participate in the meetings by means of teleconference or videoconference and such participation shall count in determining the quorum. Such participation shall be recorded in the minutes of said meeting. All those participating in meetings by teleconference or videoconference shall be provided all the documents necessary for the meeting.

e) Functions of the Executive Committee

The Executive Committee shall be responsible for the following functions and have powers to act accordingly:

- The operation of the National Office is vested in the Executive Committee.
- The Executive Committee may co-opt a Director to serve as an Officer on the Executive Committee.
- The Executive Director shall be chosen by the Executive Committee, subject to ratification by the Board. He shall hold office until he resigns or his appointment is rescinded by a decision of the Executive Committee.
- The Executive Committee shall approve all expenditures in accordance with the annual budget.
- The Executive Committee may from time to time delegate the making of certain or all expenditures to the Executive Director in accordance with the regulations approved by the Board.
- The signing officers of the Corporation shall be determined by decision of the Executive Committee.
- The Executive Committee shall act for the Board between Board meetings with all of the powers of the Board, except the power to dismiss officers or adopt or amend by-laws, subject to such additional limitations as the Board may place upon it.

f) Decisions of the Executive Committee

Decisions of the Executive Committee must be consistent with decisions of the Annual and Special Meetings of Members and of the Board.

Decisions of the Executive Committee relating to the adoption of policy or changes to the annual budget must be reported to the Board at its next meeting for ratification.

10. Other Meeting Procedures

In the absence of rules in this By-law #1 or in the regulations of the corporation, the proceedings of the Executive Committee and Board meetings, and the proceedings of Annual or Special Meetings of Members, shall follow Bourinot's Rules of Order.

11. Execution of Documents

Deeds, transfers, assignments, contracts and any other instrument shall be signed by the Executive Director. The Board may at any time direct the manner in which, and the person or persons by whom, any particular instrument shall be signed.

12. Financial Year

The financial year end of the Corporation shall be March 31 in each year.

13. Banking Arrangements

Funds shall be placed in a bank or trust company and all expenditures shall be approved by the Executive Committee in accordance with the annual budget.

14. Borrowing Powers

The Board may, without authorization of the members:

- borrow money on the credit of the Corporation;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- give a guarantee on behalf and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

15. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available from the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

16. By-law Amendments

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. No amendment shall be put to a vote unless the proposed amendment has been made available to all members at least 21 days before the date of the next meeting of members.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

An amendment to the General By-law may be initiated by a Branch or by any two members in good standing and the proposed amendment should be forwarded to the Board for their consideration and approval.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act.

17. Fundamental Changes to By-laws

As stated in Sections 5(a), 6(b), 6(f) and 15 of this by-law, fundamental changes to this by-law require a special resolution of the members in accordance with subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by 2/3 of the members at an Annual Meeting of Members.

18. Distribution of Assets on Liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.