



Association canadienne pour les Nations Unies – Grand Montréal  
United Nations Association in Canada – Greater Montréal

**UNAC-Greater Montréal By- Laws (1)**  
**To be submitted to the June 2, 2009 Annual General Meeting**

**Unofficial translation (2)**

**1. DEFINITIONS**

In the present By-laws:

- 1.1. **Branch** means the United Nations Association in Canada in the Greater Montréal Region, which is affiliated to the United Nations Association in Canada
- 1.2. **Board** means the Board of Directors of the Branch formed by its administrators
- 1.3. **Executive Committee** means the committee formed by the president, the vice-president, the treasury and the secretary
- 1.4. **Director** means a member of the Board of Directors of the Greater Montreal Branch
- 1.5. **Member** means a member of the Branch as defined by article 5 of the present by-laws
- 1.6. **By-laws** mean the general by-laws adopted by the members in a general assembly
- 1.7. **Day** means a calendar day
- 1.8. **Association** means the United Nations Association in Canada which headquarters is based in Ottawa

***(1) In the present by-laws, the masculine tense includes women as well as men whenever the context allows it.***

*(2) This is a unofficial translation of the by-laws. Should the Branch financial resources allow it, an official translation will be established and adopted at a later date.*

## **2. NAME**

The name of the Branch is the United Association in Canada in the Greater Montréal Region and/or « UNAC-Greater Montréal » both names are recognized.

## **3. OBJECTIVES**

The objectives of the Branch are as follows:

3.1 To contribute by educational, public-awareness and promotion activities to a better understanding of United Nations organization ideals and programs within the population of the Greater Montréal Region;

3.2 To develop a knowledge of the role played by Canada within the United Nations organization;

3.3 To maintain a dialogue with the Government of Canada, the Government of Québec and other public authorities of the Montréal Metropolitan Community about issues of interest to the United Nations;

3.4 To promote orientations which are desirable for the United Nations organization;

3.5 To participate to the institutional life of the Association.

## **4. HEAD OFFICE**

The Branch Head Office is located on the territory of the Montréal Metropolitan Community in the Province of Québec.

## **5. MEMBER**

UNAC-Greater Montréal has two categories of members: active member and honorary member.

5.1 Active member

5.1.1. Individual active member

A person residing in the Greater Montréal Region who accepts the Branch mission and who has paid his annual membership fees to the National Secretariat of the Association.

5.1.2 Corporate active member:

An organization with a business place in the Greater Montréal Region which supports the mission of UNAC-Greater Montréal and have paid the annual fees determined by the Board.

5.2 Honorary member

A person that the Board has recommended to the Association to have this distinction and who has been appointed accordingly, in recognition of services rendered to the UN, to UNAC or to UNAC-Greater Montréal. The honorary member does not have the right to vote unless he is also an active member.

**6. RIGHT TO VOTE**

An active member of the Branch, individual or corporate, has only one vote at assemblies and meetings of UNAC-Greater Montréal.

**7. RESIGNATION**

A member who resigns sends a written notice to the Secretary of the Branch. This resignation becomes effective when it is accepted by the Board.

**8. SUSPENSION AND DISMISSAL**

The Board can, by resolution, suspend or dismiss a member who's conduct or activities are judged to be incompatible with the mission and the objectives pursued by UNAC-Greater Montréal.

**9. ANNUAL GENERAL MEETING**

An annual general meeting is held at a date, time and location set by resolution of the Executive Committee or the Board of Directors. The secretary convenes the members by sending them a written notice by post, at their last known address registered with the Branch at least thirty days before the meeting is held.

**10. SPECIAL GENERAL MEETING**

A special general meeting is convened at the request of the Board or of the Executive Committee or following a request of five (5) duly registered members stating the items that should be dealt in the course of that meeting.

The written invitation is sent to the members by post at their last known address registered with the Branch at least fourteen days before the meeting is held and must include the agenda and the draft of any resolution to be debated during the meeting.

## **11. RESOLUTION**

Any resolution to be discussed during an annual general meeting originating from the Board, from the Executive Committee or from a duly registered member should be sent to the Secretary at least 30 days before the assembly unless 2/3 of the members decide to the opposite during this meeting.

## **12. WAIVER OF WRITTEN NOTICE**

Members present at a meeting and having the quorum can waive the delay for the convening of a meeting.

## **13. ADJOURNMENT**

If the quorum necessary for a meeting is not attained within thirty (30) minutes of the starting time of an General meeting, a Board meeting or an Executive Committee meeting, this meeting can be adjourned as many time as necessary for a period that should not exceed one month without any other notification that the one given at that meeting, this until such time a quorum has been reached.

## **14. VOTE**

A vote on any resolution submitted to a general meeting, a board and/or executive committee meeting is taken by a show of hands and by a majority unless a secret vote is asked for. In case of a split vote, the chairperson of the assembly or of the meeting has a casting vote.

## **15. PROCEDURE FOR THE ELECTION OF BOARD MEMBERS**

### **15.1. Eligibility**

Only active members of the Branch are eligible to become Board member.

### **15.2. Committee responsible for candidacies**

The Board appoints a committee responsible for candidacies formed by the President and two other Board members at least two months before the expected date of the annual meeting. The Secretary of the Branch acts as secretary of this committee.

The mandate of this committee is:

- to identify the needs of the Board and the desired abilities of possible candidates;
- to inform the members of the Branch of the number of positions to be filled and of the profile of desired candidates. This information should be transmitted at least thirty (30) days before the date of the annual meeting;
- to elicit, receive and study the candidacies;
- to present to the annual meeting a proposal concerning the candidacies for the Board of Directors position among those studied

### 15.3. Candidacy

Members who wish to submit their candidacy must:

- have paid their annual membership fees
- obtain the written support of three other members;
- submit their candidacy in writing to the committee responsible for candidacies between the 30<sup>th</sup> and the 15<sup>th</sup> day preceding the annual general meeting.

The file includes :

- a letter of candidacy
- three letters of support from members of the Branch
- biographical notes

### 15.4. Elections of Board Members

The electoral procedure is as follows:

- the annual general meeting appoints an election president and a secretary
- the committee responsible for candidacies presents its report and its recommendations;
- the annual meeting votes on the recommendation.

## 16. BOARD OF DIRECTORS

### 16.1. Mandate

The mandate of the Board is to carry on the businesses of the Branch, to set its strategic orientations and to follow-up on its various activities including those of a financial nature.

## 16.2. Composition

The Board is composed of 15 elected members chosen among active members during annual general meetings.

## 16.3. Duration of term

Members of the Board are elected for a mandate of three years which is renewable for two terms.

## 16.4. Meetings

Meetings of the Board are held at least four (4) times a year.

# 17. THE EXECUTIVE COMMITTEE

## 17.1. Composition

The Executive Committee is composed of the President, the Vice-President, the Treasurer and the Secretary.

### The President

The President is in charge of the activities of the Branch. He chairs all assemblies and meetings of the Branch and is its official representative and spokesperson.

### The Vice-President

In the absence or at the request of the President, the Vice-President replaces him and discharges all his responsibilities.

### The Treasurer

The Treasurer is responsible for the financial operations of the Branch. He keeps an exact account of its revenues and expenses and is responsible for making deposits at the financial institution selected by the Board; he makes payments for the Branch according to its internal rules and keeps receipts accordingly. He submits interim financial reports and updates at the Board and Executive Committee meetings; He submits an annual financial report and annual forecasts to be approved by the Board, and later transmitted to the National Office and presented to the annual meeting. He has custody of the funds and financial reports of the Branch and insure that all relevant documents are available at all time. He is officially member of the audit committee without a voting right.

## The Secretary

The Secretary takes minutes of deliberations and draft reports of the annual meetings and of meetings of the Board and of the Executive Committee. He has custody of reports and official papers and is responsible for their safekeeping.

### 17.2. Meetings

The Executive Committee meets at least four (4) times a year. He is responsible for planning and overseeing the activities of UNAC-Greater-Montréal, to enforce decisions taken by the Board and to manage the daily businesses of the Branch.

### 17.3 Election of members of the Executive Committee

At the first meeting of the Board following immediately the annual general meeting, members of the Executive Committee are elected by the Directors for a period of one year

## 18. QUORUM

The quorum of general and special meetings and of meetings of the Board and of the Executive Committee are as follows:

- 18.1 Annual general meeting and special meeting: at least 10 duly registered members;
- 18.2 Board of Directors: at least half of the members of the Board, plus one (+1);
- 18.3 Executive Committee: at least half of the members of the Executive Committee plus one (+1).

## 19. VACANCY

- 19.1 If a position becomes vacant on the Board of Directors, Directors can, as long as their number does not exceed the number specified at article 16.2, replace a member for the time remaining of his predecessor's term. This nomination must be ratified by the next annual general meeting .
- 19.2 Members of the Board can fill a position which has become vacant on the Executive Committee.

## 20. VALIDATION

All acts implemented by the Board or by the Executive Committee, or by one or more persons acting as Directors, notwithstanding the subsequent discovery of an irregularity in the nomination process of one or more of the Directors or their subsequent dismissal from the Board or the Executive Committee, have the same validity as if they had been correctly appointed to the Board of the Executive and as if they had met the requirements to be Directors.

## **21. REMUNERATION**

### **21.1. Remuneration and reimbursement of expenses**

Directors serve in a voluntary capacity without remuneration. However they can be compensated and reimbursed for expenses made in discharging their responsibilities for the benefit of the Branch upon presentation of relevant supporting documents.

### **21.2 Services contract**

No services contract will be granted by UNAC-Greater Montréal to an active Director.

## **22. POWERS**

The Board has full powers and authority to take all necessary action to control and manage the businesses of the Branch as long as these actions are in compliance with laws and regulations. Furthermore, the Board can, if deemed necessary, create committees and sub-committees and assign them special tasks.

## **23. MANAGEMENT OF THE BRANCH – HIRING OF PERSONNEL AND OF CONTRACTUAL EMPLOYEES.**

The Board can appoint an Executive Director or any other person who will be given the task to implement the decision it has taken and who, upon request, will report to him accordingly. The Executive Committee is responsible for approving the length of the mandates, the description of the duties to be performed, the responsibilities to be taken and the remuneration.

## **24. AUTHORISED SIGNATURES**

All checks, agreements, contracts or documents which are legally binding the Branch shall be signed by two (2) members of the Executive Committee.

## **25. FISCAL YEAR**

The fiscal year of UNAC-Greater Montréal ends on the 31<sup>st</sup> day of December of each year.

## **26. AUDIT COMMITTEE**

At its first meeting following the annual general meeting, the Board appoints an internal audit committee composed of two members of the Board who are not members of the Executive Committee. The treasurer is officially member of the audit committee without a voting right.

## **27. LIABILITY OF DIRECTORS**

The civil responsibility of directors and other executive officers of UNAC-Greater Montréal for actions implemented on behalf of the Branch is taken in charge by the Association.

## **28. AMENDMENTS**

The adoption, amendment or repeal of any regulation of the Branch can be made by members in the course of a general meeting by two third (  $2/3$ ) of the votes or by the Board by a simple majority vote. In the latter case, the adoption, amendment or repeal must be ratified by  $2/3$  of the votes at the next annual general meeting, otherwise those changes, amendments or repeals are no longer in effect. The text of the by-laws proposed or adopted by the Board and which must be ratified by the annual general assembly, shall be made available to members at the time the written notice of the meeting is given to them.

## **29. USE OF THE NAME OR OF THE LOGO OF THE BRANCH**

All uses of the logo or of the name of UNAC-Greater Montréal must be authorized or approved by the President or the Secretary.

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