

BYLAWS

As approved by the Board of Directors  
December 18, 1987.

Approved by Annual Meeting  
Monday, December 21, 1987

HUMAN RIGHTS INSTITUTE OF CANADA

L'INSTITUT CANADIEN DES DROITS HUMAINS

CORPORATE SEAL

1. The seal of the Institute shall be in such form as shall be prescribed by the Directors of the Institute.

The seal shall be in the custody of the President at the Head Office of the Institute, unless the Board of Directors otherwise directs.

HEAD OFFICE

2. The Head Office of the Institute shall be located at the City of Ottawa, in the Regional Municipality of Ottawa Carleton in the Province of Ontario, Canada unless otherwise designated by the President and the Board of Directors and unless the necessary funds are provided by the Board. All official documents and correspondence relating to the Institute shall be kept at the Head Office.

3. The Institute may establish such other offices and agencies elsewhere within Canada as the Board of Directors may by resolution deem appropriate, and for which the Board of Directors shall provide appropriate funding.

**NEW**

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MEMBERSHIP

4. Membership of the Institute shall consist of three classes:

- (1) Supporting Members
- (2) Active Members
- (3) Honorary Members.

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- (1) Supporting Members
- (2) Active Members
- (3) Honorary Members.

5. Supporting Members are the first level of membership. They give general support without necessarily being involved actively.

Supporting Members of the Institute shall consist of such women or men and incorporated or unincorporated bodies as establish to the satisfaction of the Board of Directors that they are dedicated to the implementation of the objects of the Institute, will follow the bylaws of the Institute, and have paid the fee prescribed by the Board of Directors.

Supporting Members may attend Annual or Special meetings of the Members and participate therein, and may receive literature from the Institute, but may not vote or hold office. Incorporated or unincorporated bodies admitted to membership shall be represented by a person designated by such incorporated or unincorporated body.

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Supporting Members may attend Annual or Special meetings of the Members and participate therein, and may receive literature from the Corporation, but may not vote or hold office. Incorporated or unincorporated bodies admitted to membership shall be represented by a person designated by such incorporated or unincorporated body.

6. Active Members are elected by the Board of Directors from the Supporting Members.

Active members of the Institute shall consist of:

(a) the applicants for incorporation and

(b) such other women or men and incorporated or unincorporated bodies as establish to the satisfaction of the Board of Directors that they are actively concerned with implementation of the objects of the Institute, will follow the bylaws of the Institute, and have paid the fee prescribed by the Board of Directors.

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(b) such other women or men and incorporated or unincorporated bodies as establish to the satisfaction of the Board of Directors that they are actively concerned with implementation of the objects of the Corporation, will follow the bylaws of the Corporation, and have paid the fee prescribed by the Board of Directors.

7. Honorary membership may be conferred by the Board of Directors on women or men whose work has been of major importance in the development of the Human Rights Institute of Canada.

Honorary members may attend Annual or Special meetings of members of the Institute and are entitled to vote but may not hold office.

The Board of Directors may establish either a fee or a donation in lieu of a fee.

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7. Honorary membership may be conferred by the Board of Directors on women or men whose work has been of major importance in the development of the Human Rights Corporation of Canada.

Honorary members may attend Annual or Special meetings of members of the Corporation and are entitled to vote but may not hold office.

The Board of Directors may establish either a fee or a donation in lieu of a fee.



8. The Annual fees shall be those prescribed by the Board of Directors from time to time and approved by a majority of the voting members of the Institute in attendance at an Annual or Special meeting.

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9. Membership certificates in respect of any Class of Membership shall be signed by the Secretary or person designated by the President.

10. Membership in the Institute shall terminate upon receipt at the Head Office of the resignation of the Member, or by nonpayment of fees, or by a resolution of the Board of Directors terminating membership for failure to fulfil the obligations of membership.

Membership shall also terminate for conflict of interest or failure to comply with the bylaws of the Institute. Membership may also be terminated by a vote of three-quarters of the voting Members at an Annual or Special Meeting of the Institute.

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Membership shall also terminate for conflict of interest or failure to comply with the bylaws of the Corporation. Membership may also be terminated by a vote of three-quarters of the voting Members at an Annual or Special Meeting of the Corporation. And such member shall be notified of the meeting at which their membership will be dealt with and shall have the right to be heard at such meeting.

11. The right to hold office shall be limited to Active Member of the Institute.

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ELECTION OF DIRECTORS

12. Except as otherwise provided by these bylaws, Directors shall be elected at the Annual Meeting from Active Members whose names are submitted prior to or at the Annual Meeting. The Board of Directors shall be responsible for providing advice, guidance and assistance to the President, for appointing a new President in the event of the President being unable or unwilling to carry out the functions of President, for raising funds for the operations of the Institute as reasonably requested by the President, and otherwise providing assistance for the development and operations of the Institute as may be reasonably necessary or desirable.

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12. Except as otherwise provided by these bylaws, Directors shall be elected at the Annual Meeting from Active Members whose names are submitted prior to or at the Annual Meeting. The Board of Directors shall be responsible for providing advice, guidance and assistance to the President, for appointing a new President in the event of the President being unable or unwilling to carry out the functions of President, for raising funds for the operations of the Corporation as reasonably requested by the President, and otherwise providing assistance for the development and operations of the Corporation as may be reasonably necessary or desirable.

13. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) persons, and shall at all times include members of both sexes. A quorum of the Board of Directors shall be two-thirds of the number of Directors present at any meeting of the Board. The applicants for incorporation shall be the first Board of Directors.

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14. The office of Director shall be automatically vacated if a Director ceases to be a member of the Institute or fails to attend two successive Board meetings unless waived by the Board. In case of any vacancy on the Board, the President may fill the vacancy with a person who is a member in good standing on the books of the Institute, subject to confirmation of such appointment at the first meeting thereafter of the Board of Directors.

If any person ceases to be a member of the Board of Directors, she shall ipso facto cease to hold any position or office in the Institute.

15. A Director who is retiring because of the normal expiration of her term of office shall remain in office until the dissolution or adjournment of the meeting at which her successor is elected.

16. Meetings of the Board of Directors, except as otherwise required by law, may be held at such time and at such place as the President decides. Formal notice of the Directors' meetings need not be given if all the Directors are present, or if a quorum is present and those Directors who are absent have been informed of the meeting by telephone or by written notice. The Directors shall meet immediately following the Annual meeting of the Institute at which they have been elected and no notice of such meeting shall be necessary. Otherwise, notice shall be given to each Director not less than 24 hours before the meeting is to take place. If the President and two (2) Directors deem the matter to be an emergency, a meeting may be called at shorter notice.

17. The Board of Directors shall take such steps as may be necessary to enable the Institute to receive donations and benefits for the purpose of furthering the objects of the Institute.

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**OFFICERS**

18. The officers of the Institute shall be a President, two Vice Presidents, Executive Secretary, and such other officers as the Board of directors may determine.

19. A Treasurer may be appointed by the President in accordance with a resolution of the Board of directors, and need not be a member of the Institute. The offices of Secretary and Treasurer may be held by the same person.

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20. The President shall be the Chief Executive Officer of the Institute.

She shall have supervision over and direction of the work of the Institute, including the management of its affairs, the employment, payment and duties of the staff of the Institute, and the preparation of research and publication and distribution of reports, studies, and other literature of the Institute . She shall preside at all meetings of the Board of Directors, and the Institute, and shall make such reports as are appropriate, at each such meeting.

If the President shall be temporarily absent or incapacitated, her duties and powers may be exercised by the First Vice-President or, in her absence or incapacity, by the Second Vice-President or by such member of the Board of Directors as may be designated by the Board.

The President may also appoint such agents and engage such employees as she shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the President, but the President shall report any such appointments at the next meeting of the Board of Directors, and at the next Annual or Special meeting of the members.

The President shall have direct responsibility for control over all matters potentially or actually involving expenditures and shall provide the Board with periodic reports and financial statements on activities of the Institute involving the expenditures of funds.

The President may require from any person concerned with work involving the Institute, all information including terms of reference for the work, a detailed budget, information about proposed or actual expenditures, and revisions of the budget from time to time as the President may consider appropriate.

The President may, as a condition of approval for any work involving the Institute, require that a Financial Adviser appointed by the President and reporting to the President, be attached to such work

No conference, project or other work involving expenditures of money by the Institute shall be undertaken until the funds actually or potentially required from the Institute have been set aside by the President or have been provided for by the Board.



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21. The Executive Secretary shall assist the President in such official correspondence and other duties as may be required from time to time.

22. The Secretary or person designated by the President shall be responsible for maintaining a record of minutes and decisions of the Board of Directors, and Annual or Special meetings of the Institute. The Secretary shall be responsible for the normal duties attached to the office of a secretary, including the sending out of all notices required to be given to members and to Directors.

**NEW**

22. The President shall make a full and complete report on all the above matters to the Board, at the next meeting of the Board.

The Secretary or person designated by the President shall be responsible for maintaining a record of minutes and decisions of the Board of Directors, and Annual or Special meetings of the Institute. The Secretary shall be responsible for the normal duties attached to the office of a secretary, including the sending out of all notices required to be given to members and to Directors.

23. The Treasurer or person designated by the President shall be responsible for maintaining full and accurate accounts of all receipts and disbursements in proper books of the Institute.

She shall deposit all monies or other valuables in the name of and to the credit of the Institute in such banks or other financial institutions as may from time to time be designated by the Board of Directors. Such funds shall be disbursed by the Treasurer and by the President or such signing officer as may be designated by the President and approved by the Board of Directors, and such disbursements shall be made in accordance with the directions of the President and reported to the Board of Directors.

The Treasurer or person designated by the President shall be responsible for reporting on the financial position of the Institute to any meeting of members or of the Board of Directors.

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The Treasurer or person designated by the President shall be responsible for reporting on the financial position of the Corporation to any meeting of members or of the Board of Directors.

**HONORARY BOARD OF GOVERNORS**

24. For the purpose of promoting the goals and development of the Institute the Board of Directors may appoint an Honorary Board of Governors. The Board of Directors may appoint to the Honorary of Governors women or men who have demonstrated a continuing concern for the promotion of human rights and who are members or are prepared to become members of the Institute.

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**AUDITORS**

25. An Auditor or Auditors shall be appointed at each Annual meeting for the ensuing year. In the event of a vacancy in the position of Auditor, the Board of Directors may appoint an Auditor to act until the next Annual meeting. The Auditor shall submit a certified financial report of the Institute for presentation to the Annual meeting.

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FISCAL YEAR

26. Unless otherwise ordered by the Board of Directors, the fiscal year of the Institute shall terminate on the thirtieth day of April in each year. Except in special circumstances approved by the Board of Directors, the Annual meeting shall be held not later than the first day of October of each year.

**NEW**

26. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirtieth day of May in each year. Except in special circumstances approved by the Board of Directors, the Annual meeting shall be held not later than the first day of October of each year.

MEETINGS

27. Unless otherwise prescribed by these bylaws, meetings of the Directors and Annual and Special meetings of the members may be held at the Head Office of the Institute or at any other place in or outside Canada.

Except as otherwise authorized by these bylaws, seven days prior written notice shall be given of any meeting.

Except as otherwise provided by these bylaws, two members present at the meeting shall constitute a quorum.

Each Active or Honorary member duly present at a meeting shall have the right to exercise one vote.

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27. Unless otherwise prescribed by these bylaws, meetings of the Directors and Annual and Special meetings of the members may be held at the Head Office of the Corporation or any other place in Canada, or at any place outside Canada if the members so resolve. Except as otherwise authorized by these bylaws, seven days prior written notice shall be given of any meeting.

Except as otherwise provided by these bylaws, two members present at the meeting shall constitute a quorum.

Each Active or Honorary member duly present at a meeting shall have the right to exercise one vote.

SPECIAL REMUNERATION AND INDEMNITY

28. Directors, shall not, in their capacity as Directors, receive any remuneration for their services.

29. Nothing in these bylaws shall prevent the reimbursement of Directors for expenses incidental to attending meetings of the Board and the Institute and travelling or other expenses incurred in the service of the Institute.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

30. Except as specially provided in these bylaws, contracts, documents or any instruments in writing requiring the signature of the Institute, shall be signed by any two of the President, Vice-President, Secretary, or special signing officer designated by the President and approved by the Board of Directors. The seal of the Institute when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

AMENDMENT OF BYLAWS

31. The bylaws of the Institute may be repealed or amended by bylaws enacted by a majority of the Directors at a meeting of the Board of Directors and confirmed at an Annual or Special meeting of the Institute.

The enactment, repeal or amendment of such bylaw shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs or her successor has been obtained.

RULES AND REGULATIONS

32. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual or Special meeting of the Institute, when they shall be confirmed. In default of confirmation at such Annual meeting, such rules and regulations shall cease to have force and effect.

INTERPRETATION

33. In these bylaws and in any other documents of the Institute, words referring to females shall be interpreted as referring to males unless the context otherwise indicates, and words used in the singular shall include the plural and the plural shall include the singular unless the context otherwise indicates.

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