
**ORGANIZATION OF
WORLD HERITAGE CITIES**

GENERAL BY-LAWS

This booklet contains the general by-laws of the Organization of World Heritage Cities. For more information, please contact:

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PREAMBLE

The revision of the legality of the by-laws was based on the will of the OWHC to the effect that a plenary assembly of Members be held every two (2) years. However, given the state of the applicable legislation and the obligation to hold annual meetings of Members, particularly for the purpose of adopting the financial reports and the appointment of the auditors, the assembly that will be held every second year will meet only those minimum obligations provided under the legislation for such assembly.

CHAPTER I: GENERAL PROVISIONS

1. General by-laws

These general by-laws establish relations of a contractual nature between the OWHC and its Members. The French version of the text prevails over any other version.

2. The masculine includes the feminine

In order to make the text of this By-law simpler, the masculine form always includes the feminine.

3. Official languages

The official languages of the OWHC are French, English, Spanish, Arabic and Portuguese.

4. Working languages

The working languages of the OWHC are French, English and Spanish.

A. DEFINITIONS

5. Definitions in the by-law

Unless otherwise indicated in the constituting act, the following term or expression:

“**Constituting act**” means the memorandum of agreement, the letters patent, the supplementary letters patent and the by-laws adopted pursuant to the Act;

“**Director**” means the Mayor of a city that is a Member in good standing of the OWHC, who was elected on the Board of Directors and whose name appears at the relevant time in the declaration filed in the Register;

“**Board of Directors**” means the body of the Organization made up of all the Directors;

“**Regional Coordinator**” means the person who was chosen by the Members of a Regional Secretariat to coordinate its activities;

“**Act**” or “**Companies Act**” means the text of Québec legislation known as the *Companies Act*, R.S.Q., chapter C-38;

“Act respecting the legal publicity of sole proprietorships” means the Québec legislation known as *An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons*, R.S.Q., chapter P-45;

“Mayor” means the highest political representative of an OWHC Member city, or the representative designated by this person;

“Majority” means fifty percent (50%) plus one (1) of the votes cast;

“Two-Third Majority” means two-thirds (2/3) of the votes cast.

“Member” means every city in which, on the one hand, is located a living urban fabric of historic or contemporary interest whose outstanding universal value has been recognized by UNESCO, and is thus registered on the World Heritage List as required by the *Convention concerning the Protection of the Cultural and Natural World Heritage* and which, on the other hand, adheres to the values of the OWHC;

“Member in good standing” means the Member city that has met its financial obligations towards the Organization;

“Officers” means the president of the OWHC, the vice-president treasurer, the vice-presidents and the secretary general;

“Organization” means the organization of world heritage cities, the acronym of which is OWHC;

“Register” means the Register of sole proprietorships, partnerships and legal persons set up pursuant to *An Act respecting the legal publicity of sole proprietorships*, which is also known as the **Centre Informatisé Du Registre des Entreprises du Québec (CIDREQ)** held by the registraire des entreprises;

“By-laws” means the present by-laws, any other regulations of the OWHC that are in force at the time as well as any amendments thereto;

“General Secretariat” means the administrative body that assists the president of the OWHC and the Board of Directors in their respective tasks. This body reports to the Board of Directors;

“Regional Secretariat” means the grouping of certain Members of the OWHC that, on the basis of cultural, linguistic or geographical links, carries out regional activities and supports the General Secretariat in achieving the objectives of the Organization. This body reports to the General Secretariat.

CHAPTER II: ORGANIZATION

A. HEAD OFFICE AND ESTABLISHMENT

6. Place and address of head office

The head office of the OWHC is in Québec City, in the Province of Québec, Canada.

7. Notices to the OWHC

Notices or documents to be sent to or served on the OWHC may be sent or served by registered or certified mail or by any other means of communication, to the address of the head office indicated at the relevant time in the declaration filed in the Register. In such a case, the Organization shall be deemed to have received or to have been served such notices or documents on the date of normal mail delivery, unless there are reasonable grounds to the contrary.

B. SEAL

8. Form and contents of seal

The seal of the OWHC shall consist of two (2) concentric circles between which is inserted the name of the Organization in the three (3) working languages of the Organization: French, English and Spanish. The logo of the Organization appears at the centre of the seal.

9. Logo

The OWHC may adopt one or more logos according to the specifications prescribed by the Directors.

C. BOOKS AND RECORDS

10. OWHC corporate record book

The OWHC corporate record book shall contain the following documents:

- 10.1 the original of the letters patent incorporating the OWHC and issued on October 29, 1993, by the Inspector General of Financial Institutions of Québec;
- 10.2 the By-laws of the Organization and any amendments thereto;
- 10.3 the resolutions of the general assembly and the Board of Directors certified by the president or the secretary general;
- 10.4 the minutes of the meetings of the general assemblies certified either by the president or chairman, or by the secretary general;
- 10.5 a register of the Mayors and the cities who are or have been Directors, indicating the names of the Mayors and the addresses of the city halls as well as the date of the commencement and, where applicable, the end of their terms of office;

10.6 a register of the Members indicating the names of the cities and of the Mayors, the address of the city hall of each Member since the OWHC was created as well as the registration date of the Member and, where applicable, the date on which the registration ended; and

10.7 a register of mortgages.

11. Safekeeping

The OWHC corporate record book and the accounting records shall be kept at the head office of the Organization.

D. APPLICABLE LEGISLATION

12. Publicity

The OWHC shall ensure its publicity in accordance with the Act respecting the legal publicity of sole proprietorships and shall be registered in the Register. The secretary general shall be responsible for the periodic or annual updating of the information in the Register.

13. Registration procedure

Where the OWHC carries on business outside the province of Québec, it shall comply with the legislation applicable in that place.

CHAPTER III: REPRESENTATION OF THE OWHC

14. Representative bodies

The OWHC shall act through its representative bodies: the general assembly, the Board of Directors, the Officers, the General Secretariat and the Regional Secretariats.

A. STATUS AS A MEMBER

15. Conditions of membership

Any city may become a Member of the OWHC if, on the one hand, it is the location of a living urban fabric of historic or contemporary interest whose outstanding universal value has been recognized by UNESCO, and is thus registered on the World Heritage List as required by the *Convention concerning the Protection of the Cultural and Natural World Heritage* and if, on the other hand, it adheres to the values of the OWHC.

16. Representation

These cities, hereinafter called Members, are automatically represented by their Mayors or, in his absence, by an authorized representative pursuant to a resolution adopted by the Member.

17. Membership fee

A Member's financial contribution includes a compulsory annual fee, the amount of which, as well as the date and method of payment shall be set by a resolution of the Board of Directors ratified by the general assembly.

18. Member in good standing

A Member shall be in good standing with the OWHC once it has paid its annual membership fee.

19. Members' certificate

The secretary general shall send to every city that paid its annual membership fee a certificate attesting that it is a Member in good standing of the OWHC for the year for which the membership fee was paid.

20. Registration

Every Member in good standing must however be registered as a participant in the assembly. As soon as the Member's Representative signs the registration and attendance register, he shall receive an identity card to be used for the votes by show of hands.

21. Observer

Any national or international organization or institution concerned with the preservation of urban heritage may be invited to attend as a special or permanent observer a General Assembly of the OWHC. An observer does not have the right to vote but may be heard at a General Assembly unless the Majority of the assembly objects. An observer is also subject to the statutes and By-laws of the Organization.

22. Guests

The guests are not entitled to vote but, in accordance with the By-laws, may be heard at the general assembly, unless the Majority of the assembly objects. These guests shall have an identity card at the assembly.

23. Observer member

Any city or any person may become an observer member of the OWHC under the conditions and with the privileges set by regulation. An observer member does not have the right to vote but may be heard at the general assembly unless the Majority of the assembly objects. He is subject to the statutes and By-laws of the Organization. An observer member that is recognized as a permanent observer member by resolution of the general assembly must pay the membership fees and comply with the conditions fixed by the Board of Directors and the general assembly. The observer member shall then be entitled to benefit from all the programs and activities of the Organization intended for such Member.

24. Withdrawal

Subject to the commitments made toward the OWHC, including the payment of the annual membership fees, a Member may at any time withdraw from the Organization by forwarding a prior notice of intent to that effect to the secretary general. If the withdrawal occurs during the year, the Member is required to pay the full membership fee for the current year. The withdrawal shall not confer any right to the goods and resources owned by the Organization.

25. Suspension

Any Member that has failed to pay or does not pay its annual fee for a period of six (6) months from the date when such fee was due may be suspended by a

decision of the Board of Directors and lose some of its Member's rights and privileges. In such a case, the secretary general shall notify the Member in writing.

26. Expulsion

The Board of Directors may expel from the OWHC a Member that has failed to pay its annual fee for two (2) consecutive years or may withdraw some of its Member's rights and privileges. Any Member that has failed to pay its annual fees for five (5) consecutive years shall automatically lose its status as a Member. The expulsion of a Member shall automatically lead to the expulsion of the Mayor and the loss of his status as a Director of the Organization, where applicable.

B. NOTICES AND INFORMATION TO MEMBERS

27. Notices to Members and addresses

The notices and documents shall be sent to the Members by mail, telex or electronic means to the address appearing in the OWHC corporate record book at the time of the mailing.

C. ASSEMBLIES OF MEMBERS

28. Regular general assembly

The annual general assembly shall be held at the place decided upon at the previous assembly on a date to be determined by the Board of Directors.

29. Special general assembly

The Board of Directors or one-tenth (1/10) of the Members in good standing may at any time request that a special general assembly be called. Such a request, setting out in detail the purpose of the assembly, must be sent to the secretary general who, together with the Board of Directors, must, within three (3) months of the receipt of the request, call the Members and hold the assembly. The rules provided herein for the general assemblies shall apply.

30. Notice of assembly

A written notice of the calling of any assembly shall be sent to each Member entitled to attend. This notice shall be sent by mail, telegram, courier or any other means approved by the Board of Directors to the Member's last known address appearing in the OWHC corporate record book at least two (2) months prior to the date set for the assembly.

31. Content of notice

The notice of assembly dated and signed by the secretary general, shall summarize the purpose of the assembly, propose an agenda, specify the date and place and provide any other useful information enabling the participants to make an informed decision.

32. Quorum

The number of Members present at the Members' assembly shall form the quorum, but it may not be less than three Members.

33. President and secretary

The president of the OWHC or any vice-president chosen by him shall chair the general assembly. If the president has failed to designate a vice-president to chair the assembly, the Members present shall designate a vice-president to chair the assembly. Until such time when the assembly designates a chairman, the secretary general shall act as chairman. The secretary general of the OWHC or any other person designated by the chairman shall act as the secretary of the assembly.

D. MEMBERS' RIGHTS

34. Voting right

During a general assembly, each Member in good standing of the OWHC shall be entitled to one right to vote.

The Member's voting right is exercised personally by the Mayor and may not be delegated by proxy.

35. Duties

At the general assembly, the Members shall discuss issues concerning the mission and the objectives of the OWHC and formulate relevant recommendations to the Board of Directors. They shall guide the activities of the Organization. They shall receive, study and approve the Organization's work program and special reports and determine and control the financial policy of the Organization. In addition, they shall examine and approve the budget and the financial report. The Organization's expenses shall be borne by the Members on a pro-rata base as set by the general assembly.

36. Vote

Each Member in good standing shall receive an identity card allowing him to exercise his right to vote. The vote is taken by show of hands unless the chairman or at least ten percent (10%) of the Members in good standing who are present at the assembly request a secret ballot. The vote is indicated by showing an identity card. The chairman does not have to count the votes expressed by show of hands if the result is obvious.

In the case of a secret ballot, the chairman shall appoint the deputy returning officers who must distribute, collect and count the ballots. The deputy returning officers may not be Members. The chairman and the deputy returning officers are not entitled to vote.

The chairman shall announce the result, indicating the number of votes for and against the proposal as well as the number of abstentions. The chairman shall be entitled to vote only in the case of a tie-vote. The chairman shall then have a casting vote. In such a case, the chairman must vote.

For the elections of the Directors, the chairman as well as the deputy returning officers may act as chairman or returning officers unless they are themselves candidates for the election. If the chairman is a candidate, the assembly shall

designate by Majority a returning officer who may appoint deputy returning officers. The chairman or the returning officer and the deputy returning officers are entitled to vote if they are the Mayor of a Member in good standing.

37. Two-Third Majority

Unless otherwise provided, decisions of the assembly, including those pertaining to the passing, amendment or repeal of the By-laws, shall be made by the Two-Third (2/3) Majority.

38. Abstention

Any Member who does not show his identity card shall not be counted and will be deemed to have abstained. Abstentions shall not be considered as votes.

39. Dissolution and winding-up

A resolution of voluntary dissolution of the OWHC must be passed at a special general assembly called for that purpose and duly approved by the Two-Third Majority. Afterwards, the Organization must give a notice of its intention to apply for dissolution by filing a declaration to that effect in accordance with the Act. In the event of the dissolution of the OWHC, the property and assets of the Organization, after payment of its debts and liabilities, shall be distributed to one or more bodies pursuing objectives similar to those of the Organization.

E. BOARD OF DIRECTORS

40. Composition of the Board of Directors

The Board of Directors shall be made up of eight (8) Directors.

41. Change in the number of Directors

The OWHC may, by regulation, increase the number of its Directors or decrease it to not less than four (4). This By-law shall be valid and implemented only if it is approved by the Two-Third (2/3) Majority at a special general assembly called for that purpose, and if a copy of the said by-law, certified under the seal of the Organization, has been filed with the appropriate government authorities.

Such regulation must also rule on the maintenance or the amendments of the provisions of sections 66 and 71.

F. ELECTORAL PROCESS

42. Election of the Directors

The Directors are elected from amongst the Mayors of the cities that are Members in good standing of the OWHC.

43. Nomination procedure

The secretary general shall send a nomination paper with the notice of meeting of the general assembly during which the members of the Board of Directors must be elected.

The Mayor of a Member in good standing who wishes to apply for the position of Director of the Organization must deliver his nomination paper, duly completed and

signed, to the secretary general or his representative, at least one hour before the commencement of the opening ceremony of the biennial congress of the OWHC as it appears on the invitation documents to the congress.

44. List of candidates

The secretary general shall ensure that the candidate is the Mayor of a Member in good standing of the Organization and shall draw the list of the nominations received that are in compliance.

The secretary general must take the necessary steps to make sure that, at the assembly or apart from the assembly, the candidates will have, a period to present themselves and to explain to the Members why they have submitted their candidacies. If there are more candidates than the number of vacancies, the secretary general must make sure that the presentation period is held before the voting period.

45. Term of office

The Board of Directors shall be constituted for a two-year term. The assembly shall elect a new board of directors during the general assembly of the members that follows the election of the board of directors whose term has come to an end.

Except as provided in article 60, the term of office of a member of the Board of Directors shall expire at the election of the subsequent Board of Directors.

46. Successive terms

After a first two-year (2) term, a Director may be re-elected for two (2) other terms, for a maximum of six (6) consecutive years. After an absence of at least (2) years, the representative of a city that is a Member in good standing may run for election again.

Except if the vacancy is filled by naming the newly-elected Mayor in replacement of the Mayor of the Member City at the origin of the vacancy, the term of a Director appointed pursuant to article 61 to fill a vacancy is not taken into account for the application of the first paragraph.

47. Election by acclamation

Where the number of candidates is lower or equal to the number of vacancies and is sufficient to establish the quorum, the returning office designated pursuant to article 36 shall declare the candidates elected by acclamation.

48. Secret ballot election

Where the number of candidates exceeds the number of vacancies, there shall be a vote by secret ballot.

49. Polling station

The secretary general shall set a polling station in the building where the assembly takes place in a place that is easily accessible and located near the place where the assembly is held.

50. Voting period

The voting period shall be held concurrently with the General Assembly at a time and place designated by the Board of Directors.

51. Verification of the right to vote

The returning officer or a deputy returning officer must ascertain that a person who wishes to vote is entitled to do so. The person who wishes to vote shall identify himself by showing the identity card that he received when he signed the registration and attendance register.

52. Register of the persons who exercise their right to vote

The returning officer, or a deputy returning officer, shall keep a register of the persons who exercise their right to vote and shall ensure that a person votes only once.

53. Voting

The person who votes shall cast his vote by means of a mark opposite the names of the candidates that he chooses from among the candidates who are running for office, up to the number of vacancies.

54. Counting of the votes

At the end of the voting period, the returning officer or the deputy returning officers shall count the votes.

55. Announcement of the results

After the votes have been counted, the returning officer shall declare elected the candidates who obtained the most votes, in a number equal to the number of vacancies. In the case of a tie vote for the last vacancy, the vacancy shall be filled by a draw made by the returning officer.

56. Unfilled vacancies

When all the vacancies on the Board of Directors are not all filled in an election, the Board of Directors may perform its duties, provided the quorum is established.

57. Agents

The Directors shall be considered agents of the OWHC. They must, in the discharge of their duties, meet the obligations imposed on them by the Act, and act within the limits of the powers granted to them.

58. Conflict of interest

No Officer may confuse the property of the OWHC with his own, nor may he use, for his own profit or for that of a third party, any property of the Organization or any information that he obtained in the discharge of his duties. Officers shall avoid placing themselves in a situation of conflict of interest between their personal interest and their duties as Officers. They shall declare in writing to the Organization any interest that they hold in a legal entity or business which is likely to place them in a situation of conflict of interest, as well as any rights which they claim against the organization, indicating, where applicable, their nature and their value.

59. Resignation

A Director may resign from office by forwarding to the General Secretariat, by certified mail, a letter of resignation. The resignation shall become effective on the date on which the letter is received by the secretary general or on any other subsequent date specified in the said letter.

60. Vacancy on the Board of Directors

A Director shall cease to be a member of the Board of Directors and to hold office if he:

60.1 has resigned;

60.2 dies or becomes insolvent or disqualified;

60.3 ceases to have the required qualifications; or

60.4 is dismissed by a Two-Third Majority vote at a special assembly called for that purpose.

When a vacancy occurs, the Board of Directors may validly continue to perform its duties, provide there is still quorum.

61. Replacement

If a vacancy occurs on the Board of Directors, the Directors may choose a new Director to fill the vacancy. If the vacancy is the result of the fact that the mayor died or ceased to have the required qualifications, the Directors may choose, preferably, the newly-elected Mayor in replacement of the Mayor of the Member city at the origin of the vacancy. The Director thus appointed shall complete the term of the Director whose position became vacant.

The total duration of the previous terms of the replaced Director must be taken into account so that the total terms of the Mayors representing a Member shall not exceed six (6) continuous years, as set forth in article 46.

G. DUTIES AND POWERS OF THE DIRECTORS

62. Responsibilities

The Board of Directors shall ensure that the decisions made by the Members at general or special assemblies are carried out. It shall exercise various powers on behalf of the Members, by delegation. More specifically, the Board of Directors shall:

62.1 ensure the implementation of the requests formulated and the resolutions adopted at assemblies, and make, in this respect, all appropriate decisions;

62.2 draw up a plan of its activities according to set priorities;

62.3 examine the financial reports, authorize the annual budget plan, prepare budget estimates, and propose their adoption to the general assembly;

62.4 adopt all of the Organization's official reports, in particular the financial reports, once they have been audited by an independent auditor, and submit them for the approval of the general assembly;

62.5 draw up the organization chart, the recruiting criteria and standards for the personnel of the General Secretariat;

62.6 fill, until the subsequent general assembly, any vacancy on the Board of Directors or in the office of secretary general;

62.7 perform any other duties that could be assigned to it by the general assembly and, generally speaking, it is empowered to take all the measures required for the administration of the Organization and the attainment of its objectives.

63. Solicitations

The Board of Directors may take all necessary steps to enable the OWHC to solicit, accept or receive donations, grants, participations, donations or legacies of any kind in order to reach its goals and objectives. The resources originating from the Organization's activities and the income from its property will be additional sources of funding.

64. By-laws

The Board of Directors may take any resolution concerning the affairs of the OWHC. Such resolutions shall become effective on the date of their passing, or at any other time deemed appropriate by the board. However, resolutions of the board concerning the passing, amendment or repeal of the By-laws must be submitted to the general assembly for approval. Any decision by the latter to reject such a resolution, or failure of the Directors to submit it to the general assembly, shall immediately render that resolution null and void, without, however, prejudicing any actions undertaken in good faith by the board in the meantime.

65. Banking

The bank transactions or the financial operations of the OWHC shall be carried out with the financial institution designated by the Directors. The Directors shall also designate, by resolution, one or more persons authorized to carry out the bank transactions or financial operations on behalf of the Organization.

H. MEETINGS OF THE BOARD OF DIRECTORS

66. Calling of meetings

The president shall call a meeting of the Board of Directors at least once a year. Exceptionally, the board may hold a meeting further to the written request to that effect from at least three (3) Directors other than the president.

67. Notice of meeting

Meetings of the Board of Directors shall be called by prior notice of at least one month. This notice shall be sent by mail, telex or electronic mail to the Directors at the address appearing in the OWHC corporate record book. The agenda and documents must be sent to all the Directors at least two weeks prior to the date of the meeting.

68. Content of the notice of meeting

The notice of meeting, dated and signed by the secretary general, shall indicate the place, date and time of the meeting. It shall also specify the purpose of the meeting, and include a proposed agenda as well as any other information enabling the Directors to prepare adequately for the meeting.

69. Waiver of notice

Any Director may, orally or in writing, waive his right to receive notice of a meeting of the Board of Directors or of a change in such notice or within the time limit indicated thereon. Such waiver may be given validly before, during or after the meeting concerned. The presence of a Director at the meeting shall de facto constitute a waiver of notice on his part.

70. Emergency meeting

In case of emergency, a meeting of the Board of Directors may be called with a five (5) day prior notice.

71. Quorum

A quorum is established if at least four (4) Directors are present in person or by telecommunication.

72. President and secretary

The president of the OWHC shall chair the meetings of the Board of Directors. The secretary general shall act as the secretary. If one or the other is absent and has not designated a replacement, the Directors shall designate one among them to act as chairman or as secretary.

73. Procedure

Each Director shall have one right to vote, and all issues submitted to the Board of Directors shall be decided upon by the Majority of the Directors attending in person or by means of telecommunication.

74. Vote

Voting shall be by a show of hands unless the chairman or a Director present requests a secret ballot. A secret ballot may not be requested if a Director participates in the meeting through telecommunication. In the case of a tie vote, the chairman shall have a casting vote. In such as case, the chairman must vote.

75. Meeting by technical means

A meeting of the Board of Directors may be validly held using any means making it possible for the participants to communicate immediately with one another (telecommunication). The secretary general shall record the motions thus adopted in the form of minutes, which shall subsequently be sent to the members of the Board of Directors in the prescribed form.

76. Resolutions

All decisions of the Board of Directors shall be presented in the form of written and numbered resolutions. They shall be recorded in the minutes, which are certified by the president or any other person acting in his name, or by the secretary general, and then filed in the OWHC corporate record book. Once the minutes have been approved at the subsequent meeting of the Board of Directors, they shall be made available in general on the Website for information to all the Members in good standing of the OWHC.

77. Adjournment

The chairman of a meeting of the Board of Directors may, with the consent of the majority of the directors present, adjourn the meeting to another place, date and time without being required to give further notice of the meeting to the Directors. The Directors who were absent shall nevertheless be informed, as soon as possible, of the date, place and time of the subsequent meeting.

78. Validity

All decisions made during a meeting of the Board of Directors shall be valid even if there has been subsequent discovery and proof of the irregularity in the election or in the nomination of one or more Directors.

I. OFFICERS AND REPRESENTATIVES

79. Election of the president of the OWHC

The President shall be elected from among the directors by the General Assembly for a term equivalent to his term as a director. If he loses his quality as a Director, he shall cease to act as president, and the Board shall appoint one of the Directors to fill the vacancy until the next general assembly.

Immediately after proclaiming the Directors elected, the returning officer shall ask the Directors to express their interest for the position of president of the OWHC.

If only one Director submits his candidacy for the position, the returning officer shall declare him elected by acclamation to the position of president of the Organization.

If more than one Director submits his candidacy, the returning officer shall allow the candidates to speak to the Members for a maximum period of 5 minutes to present and explain to the Members the reasons why they submitted their candidacy for the position of president. Immediately after the presentations of the candidates, the voting period by secret ballot, shall begin.

After the votes have been counted, the returning officer shall declare elected the candidates who obtained the most votes. In the case of a tie-vote the president shall be elected by a draw made by the returning officer between the candidates having obtained equal number of votes.

80. Election of the vice-presidents

After the election of the president, the Directors shall elect one vice-president treasurer amongst themselves for a term equal to his term as Director, and the six (6) other members shall become vice-presidents. The secretary general shall designate a person to assist the vice-president treasurer in the discharge of his duties.

At any time, the Directors can elect amongst themselves, another administrator to act as vice-president treasurer.

81. President of the OWHC

The president shall be the chief executive officer of the OWHC, with the assistance of the Directors. He shall supervise, administer and manage generally the affairs of the Organization. He shall represent the OWHC at the national and international

levels, and bind the Organization in official acts. If the act requires expenditures in excess of twenty thousand United States dollars (\$20,000 US), the signature or a written confirmation by the president or, in his absence, a vice-president acting in his name, is required.

82. Vice-presidents of the OWHC

The vice-presidents shall replace the president of the OWHC in his absence. As the Organization has more than one vice-president, the president must, when necessary, designate which vice-president may act in his name. If the president has not designated anyone, a majority vote among the vice-presidents shall determine who will replace the president.

83. Vice-president treasurer of the OWHC

The vice-president treasurer shall be in charge of the finance of the OWHC. He shall be responsible for the management of all the monies, securities, books, discharges and any other document of the Organization. He shall submit the Organization's audited financial statement to the Board of Directors.

84. Secretary general of the OWHC

The secretary general shall be appointed to hold office at the General Secretariat, in Québec City, for four (4) years, at and by the general assembly on the proposal of the Board of Directors. He may attend all the meetings of the Organization but is never entitled to vote. He shall coordinate the activities of the OWHC, prepare the budget and the financial reports, recruit the personnel of the General Secretariat and ensure that the decisions of the Board of Directors and those of the Members taken at the general assembly are carried out. In the discharge of his duties, the secretary general shall be empowered to commit the Organization for expenditures under twenty thousand United States dollars (\$20,000 US). He shall also be responsible for the safekeeping of the seal.

85. Agents

The Officers and the representatives shall be considered agents of the OWHC. They shall have the powers and the duties set out in the Act, its regulations, the letters patent and the By-laws as well as those inherent in the nature of their duties.

86. Resignation

Any Officer may resign from office by forwarding a letter of resignation to the General Secretariat of the OWHC by courier or by registered or certified mail. The resignation shall become effective upon the receipt of the letter of resignation by the secretary general or at any later date specified therein.

87. Dismissal of the secretary general

The directors may remove the secretary general from office and choose his successor until the subsequent annual general assembly. Dismissal may only take place by reason of a serious violation of the present By-laws or severe misconduct, and it is subject to the provisions of any existing employment contract binding the secretary general and the OWHC, where applicable.

J. GENERAL SECRETARIAT

88. Composition

The General Secretariat is made up of the secretary general of the OWHC and any administrative and technical personnel recruited by the secretary general and that is required to ensure the efficient operation of the Organization. They shall all report to the Board of Directors.

89. Remuneration

Unless their services are remunerated by a Member or one of its partners, the secretary general and the personnel of the General Secretariat shall be salaried employees of the Organization.

90. International nature of activities

The activities of the secretary general and of the personnel of the General Secretariat are purely international in nature. They are accountable only to the OWHC. The Members are required to respect the international nature of the duties of the secretary general and the personnel of the Secretariat and shall, under no circumstances, try to influence them in the discharge of their duties.

K. REGIONAL SECRETARIATS

91. Mission

The Regional Secretariats group together Members having cultural, linguistic or geographical affinities, and who share similar concerns and needs. Their mission is to make it possible for the Members to participate more extensively in the activities of the OWHC, to foster communication and the exchange of information amongst themselves and with the General Secretariat, to promote the development of the Organization and to bolster its presence and influence throughout the world. They shall organize activities intended to share and to promote the goals and the objectives of the Organization and to assist the General Secretariat in its activities by bringing it closer to its Members.

92. Request for approval

A group of Members in good standing of the OWHC may ask the secretary general to submit to the Board of Directors a request for the creation of a Regional Secretariat.

93. Recognition

On the recommendation of the secretary general, the Board of Directors may approve the creation of a Regional Secretariat, issue a certificate of recognition and instruct the secretary general to note its inscription to the register of the Regional Secretariats of the OWHC.

94. Legal framework

Because of their specific features, each of the Regional Secretariats may adopt the legal framework and functional structure that suits their needs. The latter must be approved by the Board of Directors. However, the Members of each region must

choose a Regional Coordinator and set up a Regional Secretariat in one of the Member cities in good standing of the region. At every general assembly, each of the Regional Secretariat shall meet to confirm the mandates of the Coordinator and the Regional Secretariat, or to choose new ones.

95. Members

A Member in good standing of the OWHC may, if he so wishes, be part of one or more Regional Secretariats.

96. Obligations

In all his actions, the Regional Coordinator shall promote the values and protect the interests of the OWHC. More specifically, he shall inform the secretary general before engaging in any activity that involves his Regional Secretariat, he shall send him a copy of any document intended for publication or public broadcast, and he shall report on his activities at the regular general assemblies of the Organization.

97. Annual meeting

Each of the Regional Secretariats shall be called for a meeting by the Regional Coordinator or the secretary general at least once a year. A special meeting may be called further to a request submitted in writing to the Regional Coordinator, with a copy to the secretary general, by at least one third (1/3) of its Members.

98. Funding

In addition to the financial support given by the General Secretariat, a Regional Secretariat shall ensure the funding required to carry out its activities.

99. Revocation of the recognition

Upon the recommendation of the secretary general, the Board of Directors may revoke the recognition of a Regional Secretariat and ask it to dissolve.

L. PROTECTION OF THE DIRECTORS, THE OFFICERS AND THE REPRESENTATIVE

100. Disclaimer of responsibility toward the OWHC

An Officer acting or having acted on behalf of the OWHC shall not be held responsible toward the Organization for the acts, omissions, or decisions taken by him on behalf of the Organization, unless he failed to fulfill his mandate prudently, diligently, honestly and faithfully in the best interests of the Organization.

M. AUDITOR

101. Appointment of the auditor

On the recommendation of the Board of Directors, the general assembly shall appoint an auditor whose mandate shall end at the closing of the next general assembly. The auditor must, among other duties, audit balance sheets and report to the Members.

102. Remuneration of the auditor

The Board of Directors shall fix the remuneration of the auditor.

103. Independence of auditor

The auditor must be independent from the OWHC.

104. End of auditor's term

The term of the auditor shall end upon his death, his resignation, his removal by the Directors or upon the expiry of his term.

N. INTERPRETATION

105. Decision

Any decision concerning the interpretation of the By-laws shall be made at a general or special assembly by the Two-Third (2/3) majority.