

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of

AMNESTY INTERNATIONAL CANADIAN SECTION (ENGLISH SPEAKING) AICS(ES)

(hereinafter called "the Corporation").

Pursuant to the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) and the continuance of the Corporation from the Canada Corporations Act (R.S.C. 1970, c. C-32) to the Canada Not-for-profit Corporations Act, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the Canada Corporations Act.

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ARTICLE ONE

INTERPRETATION

- 1.01 In all By-laws, resolutions and minutes of the Corporation where the context so requires or permits:
- (a) "Act" shall mean the Canada Not-for-Profit Corporations Act, and every other Act or Statute substituted therefore, and in the case of such substitution the reference in the by-laws, resolutions and minutes of the Corporation to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Act or Statute;
 - (b) "Activist Structure" means a network, AI Group, or other organizing structure which has been recognized by the Secretariat.
 - (c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - (d) "Board" means the Board of the Corporation constituted and governed by the provisions of Article 8 hereof;
 - (e) "By-law" 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;
 - (f) "Corporation" shall mean Amnesty International Canadian Section (English Speaking) (AICS(ES));
 - (g) "Meeting of members" includes an annual general meeting of members or a special meeting of members;
 - (h) "Member" means a member as defined in Article 3;
 - (i) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
 - (j) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;
 - (k) "Secretariat" means the secretariat of the Corporation constituted and governed by the provisions of Article 11 hereof;
 - (l) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
 - (m) "Standing Order" means a procedural resolution of the Corporation implemented pursuant to Article 13 hereof;
 - (n) "Statute of Amnesty International" means the current statute of Amnesty International as adopted and/or amended at a International Council Meeting of Amnesty International;

- (o) "Supporter" means an individual who has made a financial contribution to the Corporation within the past year and/or who has notified the Corporation of their participation in one or more Amnesty-sponsored actions within the past year.

ARTICLE TWO

FINANCIAL AND OTHER MATTERS

2.01 Financial Year

The financial year-end of the Corporation shall be December 31st or as otherwise determined by the Board.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Corporation may send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members between 21 to 60 days before the day on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting of members is signed. Alternatively, the Corporation may give notice to the members stating that such documents are available at the registered office of the Corporation and any member may request a copy free of charge at the registered office or by prepaid mail.

2.05 Execution of Documents

All contracts, agreements, engagements or instruments may be signed by such officer, Director, agent or attorney as the Board may from time to time by resolution appoint to perform such duties or, failing appointment, by any one of the persons authorized to sign documents.

2.06 Investments

Such individual or individuals as may be authorized by resolution of the Board or by an instrument or instruments in writing signed by any two officers shall have authority on behalf of the Corporation to purchase, acquire, sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities to be purchased

or acquired by or owned by or registered in the name of the Corporation and to sign and execute all purchase orders, assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of purchasing, acquiring, selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

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

ARTICLE THREE

MEMBERS

3.01 Members

Any person who satisfies the conditions of membership set out below may be a member of the Corporation. Individual membership is the only category of membership available. Membership in the Corporation is not transferable.

3.02 Conditions of Membership

An individual may be accepted for membership in the corporation and registered on the rolls of AICS (ES) if they:

- a. Support and contribute to the advancement of the mission of Amnesty International,
- b. Observe the core values, policies and procedures of AICS(ES),
- c. Make an annual contribution to AICS(ES) of any amount, and,
- d. Indicate in writing or through electronic means to the Secretariat a desire to become a member.

Subject to section 6, members have the right to vote at all meetings of members. They are entitled to receive notice of, and to attend, (in person or by proxy) and be heard at, all meetings of members of the Corporation and shall have one vote each at all such meetings.

3.03 Termination, Resignation and Appeals

Termination of Individual Memberships

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

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

Where the Board passes a resolution to terminate membership it shall report such action immediately to the individual and/or to the relevant Activist Structure.

Resignation

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

Appeals

Members whose membership has been terminated by the Board may appeal the decision of the Board to terminate their membership to the next annual meeting of members.

Within 45 days of actual delivery of a decision of the Board or the Secretariat, a member affected by the decision, may appeal the decision by delivery of written notice of appeal to the Executive Director at the Secretariat. Pending the determination of the appeal, the decision of the Board or Secretariat shall prevail.

ARTICLE FOUR

SUPPORTERS

- 4.01 An individual may be accepted as a Supporter of the corporation if they:
- a. Observe the core values, policies and procedures of AICS(ES)
 - b. Have supported and contributed to the advancement of the mission of Amnesty International, within the past year, by
 - i. making a financial donation or
 - ii. taking Amnesty-sponsored action and notifying the Corporation they have done so.
- 4.02 Supporters may:
- a. take action as individuals or within an Activist Structure
 - b. take on leadership roles within the Corporation, if they meet the requirements as set out in relevant policies and guidelines
 - c. attend meetings of members and regional meetings and apply for funding for meeting attendance

ARTICLE FIVE

ACTIVIST STRUCTURES

5.01 Dissolution and Revocation of Status of Activist Structures

The Secretariat may dissolve any Activist Structure which formally requests dissolution, or may revoke the status of any Activist Structure. The Secretariat shall report to each annual meeting of members on all dissolutions and/or revocations of status which have taken place since the previous annual meeting of members.

5.02 Appeals

Individuals proposing to form an Activist Structure who are refused accreditation by the Secretariat may appeal the Secretariat's decision to the Board.

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

Within 45 days of actual delivery of a decision of the Board or the Secretariat, an Activist Structure affected by the decision, may appeal the decision by delivery of written notice of appeal to the Executive Director at the Secretariat. Pending the determination of the appeal, the decision of the Board or Secretariat shall prevail.

ARTICLE SIX

MEMBER MEETINGS

6.01 Annual General Meeting

An annual meeting of members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting of members shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, including the election of the President, Vice-President, Treasurer, and appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

6.02 Special Meetings

Subject to any restrictions in the Act,

- i. The Board may at any time call a special meeting of members for the transaction of any business, which may properly be brought before the members.

- ii. In accordance with and subject to the Act, on written requisition by members carrying not less than five percent (5%) of the votes that may be cast at a meeting of members sought to be held, the Board shall call a special meeting of members, unless the exceptions in section 167 of the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

A special meeting of members may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.03 Powers of the General Meeting

Ultimate authority for the conduct of the affairs of the Corporation is vested in the meeting of members. The meeting of members, while in session, shall exercise the rights and powers authorized by, and not contrary to, the Act and Articles, and may transact any business of the Corporation, including all business otherwise to be exercised by the Board.

6.04 Notice of General Meetings

Notice of the time and place of a meeting of members shall be given to each member by one of the following means:

- i. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, or;
- ii. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held

6.05 Attendance and Participation

- a. Every member or supporter who has registered to be in attendance thereat in accordance with the relevant Standing Orders is entitled to attend meetings of members together with all other persons otherwise entitled under the provisions of the Act, or the By-laws of the Corporation to be in attendance. Other persons upon invitation from the Chair of the meeting of members or of the Board or with the consent of the meeting may be admitted to the meeting of members.
- b. In order to facilitate the representation of AI members and supporters at meetings, each year AICS(ES) shall create a budget line for subsidies to the to the annual meeting of members and regional meetings.
- c. Members shall have the right to move and second resolutions.
- d. Normally all Working Parties and Plenary sessions are considered closed; this means that debate in these sessions is confidential, and remains so after the conclusion of the meeting of members. All other sessions are normally open; this means that discussions may be revealed to the public. However, any member present at any session may propose that the session be declared either open or closed; the question shall be decided by a majority decision of those members present at that session.

6.06 Quorum

Subject to the Act, a quorum at an annual meeting of members shall be 10 members (exclusive of proxies) who are in good standing for thirty (30) days prior to the meeting. To be a member in good standing, the member must have paid any amounts owing to the Corporation and met any additional requirements set out in the governance policies. For the purpose of determining quorum, a member may be present in person or by telephonic and/or by other electronic means. Subject to the Act, a quorum for a special meeting of members, called in accordance with Section 6.02 (ii) herein shall be set at five percent (5%) of members in good standing at the time the requisition for the meeting is made. To be a member in good standing, the member must have paid any amounts owing to the Corporation and met any additional requirements set out in the governance policies. For the purpose of determining quorum, a member may be present in person or by telephonic and/or by other electronic means.

6.07 Right to Vote

At all meetings of members, any member of the Corporation who has been registered for thirty (30) days prior to the start of the meeting and is present at the meeting is entitled to exercise one vote.

6.08 Absentee Voting

Members unable to attend a meeting of members are eligible to vote:

- a. via proxy, as per section 6.10 below;
- b. by mailed-in ballot only if the corporation has a system that:
 - i. enables the votes to be gathered in a manner that permits their subsequent verification, and
 - ii. permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted; and,
- c. voting by means of a telephonic, electronic or other communication facility that
 - i. enables the votes to be gathered in a manner that permits their subsequent verification, and
 - ii. permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

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

6.09 Voting at Meetings

- a. Every question or resolution submitted to a meeting of members, and elections for Board members, shall be determined by a majority of votes unless otherwise specifically provided by the Act or these By-laws.

- b. Voting on amendments to every question or resolution, and on procedural matters, shall be taken by a show of voting cards. Final voting on each question or resolution, and voting for elections of Board members, shall be by secret ballot unless a majority of members in attendance at the meeting of members decide not to use secret balloting.

Following a vote, the Chair of the meeting will announce the numerical results. Where applicable, approval of a motion to destroy the ballots shall be conclusive evidence of acceptance of the Chair's announcement of voting results.

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

6.10 Proxy

Any member of the Corporation registered for and present at a meeting of members may carry by proxy the votes up to and including seven (7) other members not present.

No proxy shall be valid for more than one (1) meeting of members but may continue to be valid in the event such meeting shall have been adjourned unless the proxy shall otherwise have been revoked.

All proxies shall be submitted prior to the commencement of the meeting of members for which such proxies have been issued. The Chair of the meeting shall determine the validity of every proxy.

The Board shall prescribe the form of proxy. Any prescribed form of proxy shall be included with the notice of meeting given pursuant to Article 6.04 hereof.

6.11 Rules of Order

The Rules of Order for governing the conduct of meetings of members shall be as established by Standing Order.

6.12 Participation by Electronic Means

If the Corporation 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 and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.13 Meeting Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members, those Directors or members, as the case may be, may determine that the meeting be held, in accordance with the

Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.14 Voting by Electronic Means

Notwithstanding any other provision of this by-law, voting carried out by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with one another during a meeting of members referred to in this section is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

ARTICLE SEVEN

INTERNATIONAL ORGANIZATION

7.01 Relation to Amnesty International

AICS(ES) is one of two Branches of the Canadian Section of Amnesty International, accredited by the global organization of Amnesty International. AICS(ES)'s global status derives from decisions of Amnesty International's International Board and the International Council Meeting. To maintain that status AICS(ES) must meet various reporting and other requirements, as laid out in Amnesty International's Statute, other documents and decisions of the International Council Meeting, the International Board and other international governance bodies. The Branch participates in major international decision-making fora such as the International Council Meeting, the Chairs Assembly and the Directors Forum, at regular intervals, in keeping with the rules and criteria set for participation in such bodies. Through involvement in these meetings and processes AICS(ES) plays an active role in determining the policy of the global organization as a whole.

7.02 Representation to the International Council Meeting

- a. The President, or in the event that the President is unable to attend, the Vice-President, shall attend the International Council Meeting as a delegate;
- b. The AICS(ES) participant in the International Youth Assembly (IYA) shall attend the International Council Meeting as a representative. Should there be no AICS(ES) participant in the IYA, the Board shall appoint a youth delegate to the International Council Meeting except in extraordinary circumstances where the skills and experience of another AICS(ES) member are required to round out the diversity of the delegation.
- c. The Secretary-General or the Executive Director, or their delegate as determined by the Board and Senior Management, shall attend the International Council Meeting as a delegate.

- d. All remaining delegates and representatives to the International Council Meeting of Amnesty International shall be elected from the members by the annual meeting of members in accordance with the criteria and procedures of the relevant Standing Orders or resolution of the annual meeting of members. In the event that any elected delegate is unable to attend, the Board shall choose an alternate, taking into account any recommendations from the International Council Meeting Preparatory Committee.
- e. Elections for delegates and representatives to the International Council Meeting may be done online or by any other appropriate means. The election process will commence at 9:00 a.m. on the Saturday preceding the annual meeting of members and close at 12:00 noon on the last day of the annual meeting of members. All members have the right to participate in the election of delegates and representatives to the International Council Meeting.
- f. Only one staff member, in addition to the Secretary General or their delegate may be elected as an International Council Meeting representative. In the event that more than one staff person is elected to attend the International Council Meeting only the staff member receiving the most votes may actually be a delegate or a representative.

ARTICLE EIGHT

BOARD OF DIRECTORS

8.01 Composition

The Board shall consist of 10 Directors, four (4) of whom are officers (President, Vice-President, Treasurer and Chair of the Board), and six (6) of whom are Directors at Large elected as herein provided.

8.02 Qualification

Only members of the Corporation are eligible for election or appointment to the Board.

Each Director shall be an individual who is not less than 18 years of age and is not otherwise disqualified from being a Director under s. 126(1) of the Act.

No person shall serve on the Board in any combination or position for more than six consecutive years. A person may hold more than one position on the Board at the same time if there is a vacant position due to resignation.

No person who has served on the Secretariat of AICS(ES) may be eligible to present their candidacy for the Board until two years have elapsed since leaving the staff.

8.03 Election of Directors and Officers

At the Annual General Meeting in the year of the International Council Meeting the members shall elect the Chair of the Board and four (4) Directors at Large to hold office for two years. At

the annual meeting of members of the following year the members shall elect the President, Treasurer and Vice-President and two (2) Directors at Large to hold office for two years.

Election of members of the Board may be done online or by any other appropriate means. The election process will commence at 9:00 a.m. on the Saturday preceding the annual meeting of members and close at 12:00 noon on the last day of the annual meeting of members. All members have the right to participate in the election of Board members.

Elections to the Board of Directors shall be done by a preferential voting system.

8.04 Vacancies

The position of a member of the Board shall ipso facto be vacated upon the occurrence of any of the following events:

- a. If they are found to be a mentally incompetent individual or become of unsound mind;
- b. If they cease to be a member;
- c. If by notice in writing delivered to the Corporation, they resign their office; or
- d. If they are absent without good reason from two (2) consecutive meetings of the Board.

So long as a quorum of the Board remain in office, any vacancies from time to time occurring by reason of the above, or any increase in the number of the Board under the provisions of the Act, or death, or removal by resolution of a meeting of the members without election by it of a replacement, or otherwise, may be filled by appointment by such members of the Board as remain in office.

If a quorum of Board members no longer remains in office, or if a vacancy results from a failure to elect the number of Directors provided for in article 8.01, the Board members in office shall order a special meeting of the members to fill the vacancy.

8.05 Quorum

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

8.06 Powers of the Board

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

The Board shall have the power to amend the By-laws, in accordance with the Act and subject to a ratification of that amendment at the subsequent annual meeting of members.

The Board may adopt, amend, or repeal by resolution such governance policies that are not inconsistent with the Act or by-laws of the Corporation relating to such matters as Activist Structures, terms of reference of committees, duties of officers, code of conduct of Board members and conflict of interest, as well as procedural and other requirements relating to the by-laws, as the Board may deem appropriate from time to time. Any governance policy adopted

by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

In the event that an Activist Structure appeals a decision of the Secretariat related to their recognition, the Board shall have the final authority to recognize, or remove recognition of, Activist Structures taking into account the following criteria:

- a. the existence of a membership list recorded by the Secretariat
- b. a defined role within the Branch campaigning and action work; and,
- c. the level of servicing for the identified membership of the structure.

The Board shall approve the corporation's budget on an annual basis, considering the input from the membership at the annual meeting of members.

8.07 Functions and Methods

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

8.08 Committees

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

8.09 Nominations

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

8.10 Remuneration

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

ARTICLE NINE

MEETINGS OF THE BOARD OF DIRECTORS

9.01 Meetings

Place and Time

Subject to any restrictions in the Act or these By-laws the Board shall meet at least three (3) times a year at such place as it may from time to time by resolution decide or as the person or persons convening the meeting of the Board shall direct.

Convening

Any five (5) members of the Board may at any time convene a meeting of the Board.

Notice

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

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

Attendance

Meetings of the Board shall be open to all members and supporters of the corporation. At the discretion of the Board a meeting, or a part thereof, may be closed. At the discretion of the Chair of the Board, members and supporters attending may speak to the meeting of the Board.

9.02 Voting

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

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

ARTICLE TEN

OFFICERS

10.01 Appointment

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may or may not be a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person. When an officer is appointed, the term of office of officers shall be one (1) year unless otherwise determined by the Board by resolution.

10.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

President

The President shall be ex officio a member of all committees of the Corporation and of all committees of the Board. They or their nominee shall preside as Chair at all meetings of members or any part thereof.

Chair of the Board

The Chair of the Board shall be ex officio a member of all regular standing committees of the Board. They shall preside at all meetings of the Board.

The Chair, or in their absence their nominee, shall issue all notices and call all meetings under the direction of the Board or as otherwise provided in the By-laws. They shall cause to be kept a set of books wherein shall be recorded minutes of all proceedings at General Meetings and Meetings of the Board and such non-financial information as is required by the Act to be kept in books and records of the Corporation.

Vice-President

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

Treasurer

The Treasurer shall ensure that all the financial records of the Corporation are kept and perform such other duties as the Board may prescribe.

ARTICLE ELEVEN

SECRETARIAT

11.01 Secretariat

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

11.02 Secretary General and Executive Director

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

11.03 Vacancy

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

11.04 Attendance

The Secretary General and Executive Director will attend all meetings of members and may speak thereat.

11.05 Remuneration

The Board or their delegates will negotiate the remuneration to be paid to the individual members of the Secretariat. No member of the Secretariat while serving as such shall be eligible for election as a Director of the Corporation.

ARTICLE TWELVE

AMENDMENT OF ARTICLES AND BY-LAWS

12.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

12.02 Amendment of By-laws

In accordance with the articles and subject to the Act, any by-law, amendment or repeal of a by-law shall require confirmation by special resolution of the members in accordance with the Act.

12.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the articles, the Board of Directors 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 Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. 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.

12.04 Notice of Amendments

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

ARTICLE THIRTEEN

STANDING ORDERS

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

ARTICLE FOURTEEN

NOTICE

14.01 Method of Giving Notice

Subject to the Act, any notice, demand, copy of resolution or other documents to be given by the Corporation pursuant to any provisions of the Act, or the By-laws, or any resolution of a meeting of members or of the Board to a member, to an Activist Structure, or to any other person shall be delivered

- i. by telephonic, electronic or other communication facility to each member and/or
- ii. by mail, courier or personal delivery to each member

Every such notice shall be deemed to have been given on the date of mailing or delivery to the last postal or e-mail address as recorded on the books of the corporation.

Any member of the Board may change the address on the books of the Corporation of any member, or person in accordance with any information believed by them to be reliable.

The accidental omission to give any notice to any member or person, or any error in any notice not affecting the substance thereto, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

14.02 Adjourned Meetings

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

14.03 Computation of Time

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

14.04 Proof of Service

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

ARTICLE FIFTEEN

RELATIONSHIP WITH AMNISTIE INTERNATIONALE CANADA FRANCOPHONE

15.01 In addition to AICS(ES) there exists another Branch of Amnesty Canada, Amnistie internationale Canada francophone (AICF). The two Branches of Amnesty in Canada are separately incorporated and independent of each other. AICS(ES) maintains a close and cooperative relationship with AICF.

ARTICLE SIXTEEN

DISSOLUTION OF CORPORATION

16.01 The Corporation can only be dissolved by law in accordance with the provisions of the Act.

In the event of liquidation, dissolution or winding-up of the Corporation, all of its remaining assets, after discharge of its liabilities, shall be distributed to one or more qualified donees as defined in the Income Tax Act (Canada), R.S.C. 1985, c.1 (5th Supp.), as amended from time to time, and which carry on similar activities to those of the Corporation, as determined by the Directors.

ARTICLE SEVENTEEN

METHODS OF OPERATION

17.01 The Corporation shall operate, and shall ensure that its Activist Structures and members shall operate, in accordance with the International Statute, working rules and guidelines of Amnesty International.

In order to achieve the aforesaid object, the Corporation shall use the methods which are expressed in Article 2 the Statute of Amnesty International, insofar as applicable, as amended from time to time, as incorporated herein by reference and according to the rules established by the International Council of Amnesty International.

In view of the methods of Amnesty International as presently expressed in Article 2 of its Statute, the Corporation shall, subject to the Statute of Amnesty International and the guidelines and working rules adopted by the International Council Meeting:

- a. at all times maintain an overall balance between its activities in relation to countries adhering to the different world political ideologies and groupings;
- b. take all necessary steps to establish an effective organization of Amnesty International Activist Structures registered with the Corporation and of individual members and supporters.

ARTICLE EIGHTEEN

EFFECTIVE DATE

This by-law is effective on the date on which is it approved by special resolution of the members.

ENACTED by the Directors of the Corporation this 4th day of June 2016.