

MATCH International Centre

MATCH By-Laws

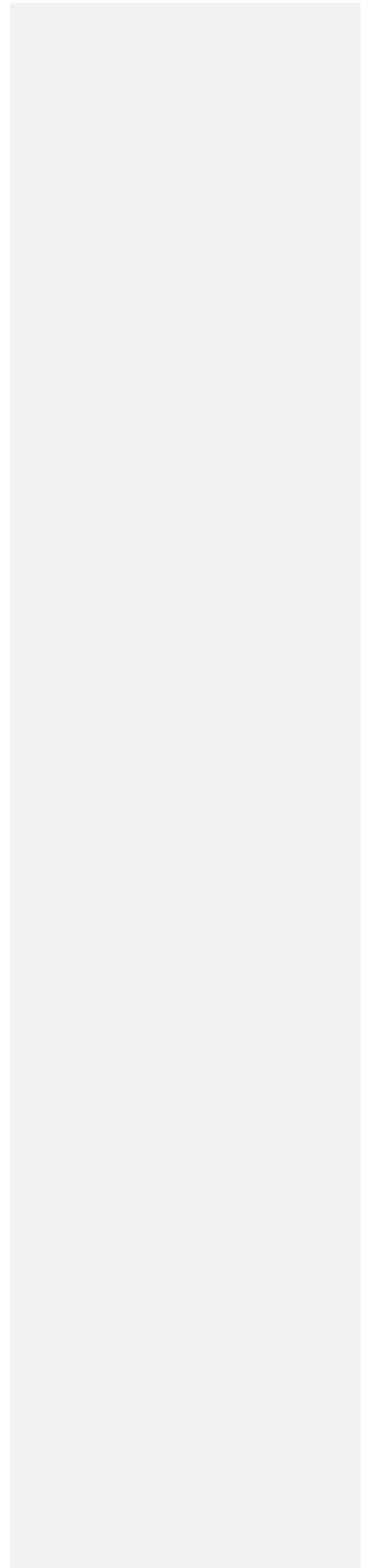


Table of Contents

<u>BY-LAW NO.1</u>	4	Field Code Changed
<u>ARTICLE I. HEAD OFFICE</u>	4	Field Code Changed
<u>Section 1.</u>	4	Field Code Changed
<u>ARTICLE II. SEAL</u>	4	Field Code Changed
<u>Section 1.</u>	4	Field Code Changed
<u>ARTICLE III. LANGUAGES</u>	4	Field Code Changed
<u>Section 1.</u>	4	Field Code Changed
<u>ARTICLE IV. MEMBERS</u>	5	Field Code Changed
<u>Section 1.</u>	5	Field Code Changed
<u>Section 2.</u>	5	Field Code Changed
<u>ARTICLE V. SUPPORTERS OF MATCH</u>	5	Field Code Changed
<u>Section 1. Individuals</u>	5	Field Code Changed
<u>Section 2. Institutions</u>	5	Field Code Changed
<u>ARTICLE VI. ANNUAL GENERAL MEETING AND SPECIAL MEETINGS</u>	6	Field Code Changed
<u>Section 1. Annual General Meeting</u>	6	Field Code Changed
<u>Section 2. Special Meetings</u>	6	Field Code Changed
<u>Section 3. Notice of Meeting</u>	6	Field Code Changed
<u>Section 4. Quorum</u>	6	Field Code Changed
<u>Section 5. Chairing of the Meeting</u>	6	Field Code Changed
<u>ARTICLE VII. BOARD OF DIRECTORS</u>	7	Field Code Changed
<u>Section 1. Composition of the Board of Directors</u>	7	Field Code Changed
<u>Section 2. Elections and Terms of Office</u>	7	Field Code Changed
<u>Section 3. Powers and Responsibilities</u>	8	Field Code Changed
<u>Section 4. Remuneration</u>	8	Field Code Changed
<u>Section 5. Removal from the Board</u>	8	Field Code Changed
<u>Section 6. Power to Appoint</u>	8	Field Code Changed
<u>Section 7. Appointment and Termination of Executive Director</u>	9	Field Code Changed
<u>ARTICLE VIII. MEETING OF THE BOARD OF DIRECTORS</u>	9	Field Code Changed
<u>Section 1. Frequency of Meetings</u>	9	Field Code Changed
<u>Section 2. Calling of Meetings</u>	9	Field Code Changed
<u>Section 3. Notice of Meetings</u>	9	Field Code Changed
<u>Section 4. Waiver of Notice</u>	9	Field Code Changed
<u>Section 5. Chairperson</u>	9	Field Code Changed

<u>Section 6. Omission of Notice</u>	10	Field Code Changed
<u>Section 7. Quorum</u>	10	Field Code Changed
ARTICLE IX. VOTING – BOARD OF DIRECTORS	10	Field Code Changed
<u>Section 1. Casting Vote</u>	10	Field Code Changed
<u>Section 2. Votes by Ballot</u>	10	Field Code Changed
<u>Section 3. Proof of Vote</u>	10	Field Code Changed
<u>Section 4. Voting by Consensus</u>		
ARTICLE X. OFFICERS	11	Field Code Changed
<u>Section 1. Election</u>	11	Field Code Changed
<u>Section 2. Role of Executive Director as Officer, Board Member</u>	11	Field Code Changed
<u>Section 3. Removal of Officers</u>	11	Field Code Changed
<u>Section 4. Remuneration of Officers</u>	11	Field Code Changed
<u>Section 5. Duties of Officers</u>	11	Field Code Changed
ARTICLE XI. COMMITTEES	13	Field Code Changed
<u>Section 1. Appointment of Committees</u>	13	Field Code Changed
<u>Section 2. Executive Committee</u>	13	Field Code Changed
<u>Section 3. Nominations and Elections Committee</u>	13	Field Code Changed
<u>Section 4. Remuneration</u>	14	Field Code Changed
ARTICLE XII. AMENDMENT OF BY LAW	14	Field Code Changed
<u>Section 1</u>	14	Field Code Changed
ARTICLE XIII. FINANCIAL YEAR	14	Field Code Changed
<u>Section 1</u>	14	Field Code Changed
ARTICLE XIV. AUDITORS	15	Field Code Changed
<u>Section 1</u>	15	Field Code Changed
ARTICLE XV. SIGNATURE AND CERTIFICATION OF DOCUMENTS	15	Field Code Changed
<u>Section 1</u>	15	Field Code Changed
ARTICLE XVI. INTERPRETATION	15	Field Code Changed
<u>Section 1</u>	15	Field Code Changed
ARTICLE XVII. INDEMNITIES TO DIRECTORS AND OTHERS	15	Field Code Changed
<u>Section 1</u>	15	Field Code Changed
ARTICLE XVIII. PROXIES	16	Field Code Changed
<u>Section 1</u>	16	Field Code Changed

BY-LAW NO.1

A by-Law relating generally to the transaction of the business and affairs of

MATCH – International Centre

MATCH – Centre International

BE IT ENACTED AS BY-LAW OF MATCH – International Centre: MATCH – Centre international (hereinafter referred to as the Organization) as follows:

ARTICLE I. HEAD OFFICESection 1.

The Head Office of the Organization shall be in the Municipality of Ottawa, in the Province of Ontario, and at such a place as the Directors may from time to time determine.

ARTICLE II. SEALSection 1.

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Organization.

ARTICLE III. LANGUAGESSection 1.

The official languages of the Organization shall be English and French.

ARTICLE IV. MEMBERSSection 1.

There shall be one (1) class of members in the Organization. Membership in the

Organization shall be available to individuals who have applied for and been admitted into membership in accordance with the Organization's ~~Operating P~~olicies.

Section 2.

Members shall retain voting rights in the Organization upon payment of the annual financial contribution ~~as described in article V.~~

Section 3.

All existing founding members and existing members who have contributed more than \$50 to the Organization as at the effective date of the Minister of Industry's approval of this by-law shall continue as members in accordance with the Organization's membership policies and any remaining supporters shall no longer be members of the Organization.

ARTICLE V. SUPPORTERS OF MATCH

Section 1.

The Organization may approve categories of Supporters as further described in the Organization's ~~operating~~ policies. Supporters shall not be Members of the Organization and shall have no voting privileges in the Organization. Upon payment of the appropriate fee, Supporters shall have the privileges set out in ~~the operating policies~~ policy.

Section 2. Institutions

Institutional support is welcomed from national, provincial and local voluntary organizations, professional and other agencies and groups in Canada which are in harmony with the objectives of MATCH. Such bodies making appropriate annual financial contributions to MATCH, as determined from time to time by the Board, ~~shall~~ be considered MATCH supporters.

ARTICLE VI. ANNUAL GENERAL MEETING AND SPECIAL MEETINGSSection 1. Annual General Meeting

The Annual General Meeting of the Members of the Organization, hereafter called AGM, shall be held at the head office of the Organization or elsewhere in Canada as the Board of Directors may designate, on the day and at the time prescribed by the Board of Directors, which date shall be within fifteen (15) months of the last AGM and not more than six (6) months following the end of the fiscal year of the Organization. At such a meeting, the Members shall receive a report of the work and financial state of the Organization.

Section 2. Special Meetings of ~~the Supporters~~Members

- 2.1 Special meetings of Members may be called by the Board of Directors.
- 2.2 The Board shall call a special meeting of Members upon receipt of a request *in writing* to this effect from *at least* 25% of Members and pursuant to ~~the~~ notification requirements set out in section 3.
- i) The request must state the purpose of the special meeting and the general nature of the business to be transacted at the meeting.

Section 3. Notice of Meeting

- 3.1 Annual General Meeting – Notice of the time and place for holding general meetings must be provided in writing to all Members *at least* thirty calendar days prior to the date of the annual general meeting.
- 3.2 Special Meeting – Notice of the time and place for holding special meetings must be given to all Members at least thirty calendar days prior to the date of the special meeting.

Section 4. Quorum

- 4.1 Annual General Meeting – A minimum of 15 Members shall constitute a quorum at any AGM or special meetings of MATCH.

Section 5. Chairing of the Meeting

All meetings of the Organization shall be chaired by the Chair of the Organization except in the event of absence or incapacity of the Chair when a Vice- Chair or other Officer shall be appointed by the Board of Directors.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The affairs of the Organization shall be managed by a Board of up to ~~10~~ 15 (ten~~five~~fifteen) Directors, who shall be Members in good standing.

The key regions from whom representation are sought will be determined by the board, if required, at least six months prior to each AGM. Regional representation shall be established in Canada to reflect regional and cultural diversity as well as the linguistic duality of the country. If possible at least two regional representatives from the Board shall be based in the Global South. All Members shall receive a list and brief biography of nominees to the Board at the time of notification of the AGM along with the names of appointees.

Section 2. Elections and Terms of Office

- 2.1 The term of office is three years. Board members must vacate their position for one term (3 years) after two consecutive terms in office. If a vacancy involving an elected member of the Board occurs prematurely, the Board, on the advice of the Governance Committee, may name a replacement who shall come from the same region. The mandate of the replacement expires at the next AGM, unless renewed through election by the Members. If an elected member leaves her region, the Board may vote to end her mandate and appoint a replacement from that region.
- 2.2 An outgoing Board member need not however be required to vacate her position if by doing so there is a complete turnover of Board members during

that year. This requirement will be determined by the outgoing Board members.

Section 3. Powers and Responsibilities

- 3.1 The Board of Directors sets policies and priorities of the Organization, oversees its proper management, approves an annual budget, and ensures its financial viability.
- 3.2 The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Organization as it deems expedient. Such rules and regulations shall have force and effect until rescinded by the Board of Directors.
- 3.3 The Board exercises all powers not specifically delegated by the Board to the Executive Committee, another body or individual.
- 3.4 Members of the Board are responsible for promoting the aims and objectives of MATCH.

Section 4. Remuneration

The Members of the Board of Directors, including officers, shall not receive any remuneration for their services, but expenses and their attendance at meetings or conferences, or other events, may be paid.

Section 5. Removal from the Board

The office of any Director shall ipso facto be vacated if:

- 5.1 A Director resigns her position by notice in writing to the Chair.
- 5.2 After due notification, two-thirds of the Members of the Organization present at an AGM or Special Meeting vote in favour of a resolution to remove said Director.
- 5.3 A Director misses two consecutive meetings of the Board of Directors without due notice to the Board explaining the inability to attend.

Section 6. Power to Appoint

The Board of Directors shall have the power to appoint Patrons and Honourary Officers to the Organization.

Section 7. Appointment and Termination of Executive Director

The Board of Directors may engage or terminate the services of an Executive Director who shall be responsible to the Chair on behalf of the Board.

ARTICLE VIII. MEETING OF THE BOARD OF DIRECTORS

Section 1. Frequency of Meetings

Meetings of the Board of Directors shall be held not less than two times each year at such a place and time as the Board may from time to time to determine. Meetings by teleconference or by any other means of communication approved by the Board can be used in lieu of meetings in person, of which there shall be at least one each year.

Section 2. Calling of Meetings

Directors' meetings may be formally called by the Chair or Vice-Chair or on the direction, in writing, of two Directors.

Section 3. Notice of Meetings

Notice of such meetings shall be mailed, delivered, telephoned, faxed or e-mailed, or sent via any other approved means to each Director not less than seven days before the meeting is to take place.

Section 4. Waiver of Notice

No formal notice of any meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

Section 5. Chairperson

Meetings of the Board of Directors shall be chaired by the Chair of the Organization, except in the absence or disability of the Chair when a Vice-Chair or other officer shall be appointed by the Board of Directors.

Section 6. Omission of Notice

No accidental error or omission in giving notice for a meeting of Directors shall invalidate or make void any proceedings taken or had at such meetings. Any Director at any time may waive notice of any such meeting and may ratify and approve of any or all

proceedings taken or had at the meeting.

Section 7. Quorum

A simple majority of Directors (50% plus one) shall constitute a quorum at meetings of the Board of Directors.

Section 8. Resolutions

A resolution in writing signed by all members of the Board in one or more counterparts, or in another format, as determined from time to time by the Board, shall be as valid and effectual as if it had passed at a meeting of the Board duly called and constituted. It shall be effective from the date prescribed in the resolution.

ARTICLE IX. VOTING – BOARD OF DIRECTORS

Section 1. Casting Vote

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes if consensus is not reached. In the case of an equality of votes, the Chair shall cast the deciding vote.

Section 2. Votes by Ballot

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

Section 3. Proof of Vote

A declaration by the Chair that a resolution has been carried and an entry to that effect that confirmed minutes shall be admissible in the evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Section 4. Decisions by consensus

MATCH International Centre shall endeavour to make all decisions by consensus, and if such cannot be achieved, the majority vote shall prevail.

ARTICLE X. OFFICERSSection 1. Election

The Officers of the Organization, namely the Chair, one or more Vice-Chairs and the Treasurer, shall serve for a one year term of office, but may stand for re-election. The Past Chair shall be an ex-officio member of the Board and of the Executive Committee. The number of Vice-Chairs shall be established by resolution of the Board of Directors. The Executive Director shall act as a staff member of the Organization but without a vote. The procedure for nomination and election of officers is outlined in the policy manual.

Section 2. Role of Executive Director as Officer, Board Member

The Executive Director or a senior staff member attends all Board meetings and serves as an ex-officio non-voting member.

Section 3. Removal of Officers

The procedure for the removal of an officer shall be determined by the Board of Directors in consultation with the region affected.

Section 4. Remuneration of Officers

Elected officers shall not receive any remuneration for their services. However, any approved expense incurred for their attendance at meeting or conferences may be paid.

Section 5. Duties of Officers

- 5.1 Chair - The Chair shall when present, preside at the AGM, special meetings of the general membership and all meetings of the Directors and, subject to the authority of the Directors, shall ensure that the policies, aims and objectives of the Organization are implemented.
- 5.2 Vice-Chair - During the absence or incapacity of the Chair the Vice-Chair (s) may execute the Chair's duties. The Vice-Chair shall also perform such duties and exercise such powers as the Chair or the Board may from time to time delegate

to her.

- 5.3 Treasurer - The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Organization, and, under the direction of the Directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Organization. The Treasurer shall render to the Directors whenever required an account of the financial position of the Organization; and she shall also perform such duties as may from time to time be prescribed by the Directors.
- 5.4 Secretary – The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorised persons to determine when, how, and by whom the board’s business was conducted. In order to fulfill these responsibilities, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership recordsm fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.
- 5.5 Past Chair - The Past Chair may attend all sessions of the Board of Directors and the Executive committee in an ex-officio capacity and shall assist the Chair as required.
- 5.6 Executive Director/Senior Staff Member - The Executive Director or Senior staff member shall attend all sessions of the Board of Directors and Executive Committee and all meetings of the members and record all votes and minutes of all the proceedings in the books to be kept for these purposes. The Executive Director shall give or cause to be given notice of all such meetings and shall be responsible for the implementation/administration of policy as defined by the Board and Chair and perform such duties as are laid down in the position description. The Executive Director shall be the custodian of the seal of the Organization, which The Executive Director shall deliver only when authorized by a resolution of the Board of Directors to do so and to such persons as may be named in the resolution.

ARTICLE XI. COMMITTEES

Section 1. Appointment of Committees

The Directors shall appoint an Executive Committee, a Nominations Committee and such other committees as may be needed from time to time for the efficient conduct of the affairs of the Organization, for such terms of office and with such terms of reference as the Directors shall deem fit within the objects of the Organization. The Chair of any Committee, except the Nominations Committee Chair, shall be a Director and shall be appointed by the Directors. The Directors may appoint as members of such committees Members of the Organization or others.

Section 2. Executive Committee

- 2.1 The Executive Committee shall consist of the Chair, the Vice-president (s), the Secretary, the Treasurer, and the other Board members elected by the Board of Directors, who shall be the chairs of the constituted committees, such composition to be determined at the first Board meeting following the Annual Meeting. The Executive Director or senior staff member shall be an ex-officio non-voting member. The Past - Chair will also be an ex-officio member and may chair the Nominations Committee.
- 2.2 The Executive Committee may exercise all the powers of the Board except those from time to time specifically retained by the Board or the members of the Organization.
- 2.3 The Chair or the Chair's delegate shall chair the Executive Committee.
- 2.4 The Executive Committee on behalf of the Board shall have the power to appoint replacements of officers in an acting capacity until the next meeting of the Board, at which time a new election will be held.

Section 3. Nominations Committee

The Board of Directors shall have the authority to appoint a Nominations Committee. The Chair of this Committee may be the Past Chair of the Board. One of the members shall be the Returning Officer. No member of this committee shall be seeking election or re-election to the Board, nor is the Chair an ex-officio member. The Nominations Committee supervises the recruitment of the Board candidates, including regional representatives, and prepares a slate for presentation to and approval by the Board. The

proposed composition of the Executive Committee shall be identified on the nominations slate which is sent to Members with notification of the AGM and for confirmation at the AGM. The Nominations Committee shall also review and update the by-laws of the organization, as required.

Section 4. Remuneration

Members of committees as such shall not receive remuneration for their services, but expenses of their attendance at committee meetings or other conferences may be paid.

ARTICLE XII. AMENDMENT OF BY LAW

Section 1.

The By-laws of the Organization may be repealed or amended by resolution presented by the Board of Directors and approved by the majority of Members present and voting at an AGM or special meeting of the Organization, the notice of which, must be given by prepaid post or e-mail addressed to each supporter entitled to vote at least 30 calendar days in advance of such a meeting. The enactment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs of Canada, or its equivalent, has been obtained.

ARTICLE XIII. FINANCIAL YEAR

Section 1.

The financial year of the Organization shall end on the 31st day of March each year.

ARTICLE XIV. AUDITORS

Section 1.

The members shall at each annual meeting of the Organization appoint an auditor to audit the accounts of the Organization, to hold office until the next meeting provided that the Board of Directors may fill any casual vacancy in the office of the Auditor.

ARTICLE XV. SIGNATURE AND CERTIFICATION OF DOCUMENTSSection 1.

All contracts, documents or any instruments in writing requiring the signature of the Organization shall be assigned by the officer (s) designated in a signing authority document approved by the Board of Directors. All contracts, deeds, documents and instruments in writing shall be binding upon the Organization without any further authorization or formality. The seal of the Organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

ARTICLE XVI. INTERPRETATIONSection 1.

In this By-law the singular shall include the plural and plural the singular; the feminine shall include the masculine.

ARTICLE XVII. INDEMNITIES TO DIRECTORS AND OTHERSSection 1.

Every Director or officer of the organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization shall from time to time, and at all time, be indemnified and saved harmless out of the funds of the Organization from and against:

- 1.1 All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her, in or about the execution of the office or in respect of any such liability.
- 1.2 All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default or without the authorized consent of the organization.

ARTICLE XVIII. PROXIESSection 1.

Votes may be given personally only, and proxy voting will not be permitted unless otherwise prescribed by the Board. Each individual supporter of the Organization present in person shall have one vote on a show of hands, or by any other means determined by the Board (i.e. electronic voting etc). The vote of each institutional supporter shall be cast by an accredited representative of such institutional supporter.