



Canada-China Friendship Society®

Ottawa Chapter

Founded 1976

PO Box 8461, Post Office Terminal – Ottawa, Ontario K1G 3H9

Constitution and By-Laws

Revised at Annual General Meeting, November 23, 2006

Revised at Annual General Meeting, November 25, 2010

ARTICLE 1 NAME

- 1.1 Canada-China Friendship Society of Ottawa (hereafter referred to as the Society).

ARTICLE 2 PURPOSES

- 2.1 To build active and lasting friendship and develop mutual understanding between the Canadian and the Chinese people;
- 2.2 To promote an understanding in Canada of society in the People's Republic of China;
- 2.3 To promote cultural, scientific, educational, athletic and other exchanges between the Canadian and Chinese people.

ARTICLE 3 PRINCIPLES

- 3.1 The Society is a non-political and non-profit association of members who agree with its purposes.
- 3.2 The Society shall function democratically to ensure that all members have a voice in its affairs and to encourage their broad and active participation in friendship activities.

ARTICLE 4 MEMBERSHIP

- 4.1 Admission of Members
- Membership in the Society is open to anyone who agrees with its purposes and principles.
 - Application for membership shall be made to an officer of the executive, in such form as shall be prescribed by the executive from time to time;
 - A member in good standing shall have completed a membership application and paid the applicable annual fee.
 - Receipt of a member's annual fees shall be credited to the twelve-month period immediately following the expiry date of the previous payment.
 - The membership expiry date of each member shall be noted on the member's newsletter mailing address or other appropriate notice.
 - The categories of membership are Individual, Family, Honorary and any other that the executive may recommend.
 - A grace period for renewal may be granted for no longer than three months following the expiry date during which period the membership will be not in good standing.
- 4.2 Fees
- The executive may from time to time fix and prescribe annual membership fees at different rates. No renewal of membership shall be effective until the applicable amount has been paid;
 - The executive may, by resolution, waive in whole or in part the payment of fees by any member.

4.3 Termination of Membership

Any membership shall terminate:

- a. Upon failure to renew by the expiry date;
- b. Upon the receipt of a written resignation;
- c. Upon a resolution being passed by two-thirds of the full executive revoking membership. Notice of the motion for such a resolution shall be given to the full executive, and to the member or members affected at least three days before the executive meeting. The member(s) affected shall be entitled to address the meeting before a vote is passed on the resolution.

ARTICLE 5

ANNUAL MEETINGS

5.1 Date

- a. The annual meeting of members shall be held in November of each year unless the majority of the executive recommends another month.

5.2 Notice

- a. Notice of the annual meeting shall be given to each member at least ten days before the date of the meeting.
- b. Included in this notice shall be a list of names, with brief biographical information, as submitted, of any proposed slate of officers to be elected at the annual meeting.

5.3 Attendance and quorum

- a. The annual meeting open to the public unless by two-thirds vote the executive decides otherwise.
- b. The presence of fifteen percent of the total number of members shall constitute a quorum. No business shall be transacted unless the requisite quorum is present.

5.4 Chairman and reports

- a. Any member or designate of the executive may act as Chairman of the annual meeting.
- b. There shall be presented a report on the year's activities, a financial statement, and such information and reports as the executive may determine.

5.5 Voting

- a. A member in good standing and who is 18 years of age or over is entitled to one vote.
- b. Questions submitted to members shall be decided by the majority of votes given on a show of hands, except for contested executive positions (6.3c) and constitutional amendments (5.5.e).
- c. In the case of equality of votes, the Chairman of the meeting will have a deciding vote.
- d. A member may appoint by a signed statement a proxy to vote on his or her behalf at the annual meeting. The proxy needs to be a member of the society.
- e. The constitution of the society may be amended by at least a two-thirds vote of members present at the annual meeting.

ARTICLE 6

ELECTION OF THE EXECUTIVE

6.1

- a. The election of the executive members of the society shall normally take place at the annual meeting (5.2b).
- b. In special circumstance a special meeting may be convened on the same basis as an AGM in order to hold an election.

6.2

- a. During the election, the chair of the AGM will be ceded to the election co-chairs.
- b. A former member of the executive who is not standing for office, and one other member in good standing, invited by the executive, shall be the election co-chairs and shall announce the slate of candidates for the executive at the AGM. They will act as the co-chairs and conduct an election during the AGM.

6.3

- a. Nominations from the floor will be accepted.
- b. Only a member in good standing who has either
 - i. been a member for at least one year, or
 - ii. been nominated with an endorsement of the executive Committee through a resolution, may present their candidacy.
- c. Contested positions shall be decided by ballot.

ARTICLE 7

EXECUTIVE COMMITTEE

7.1 Numbers and Responsibilities

- a. The affairs of the Society shall be managed by an executive consisting of at least nine members and a maximum of eleven members of the Society.
- b. The executive shall, when required, elect a President, Vice President, Secretary and Treasurer.
- c. No individual shall hold the position of president for more than four consecutive terms.
- d. The duties of members of the executive are outlined in Appendix 1, which may be amended by the executive when necessary.
- e. The executive may appoint such other officers and agents as are deemed necessary to perform duties that are deemed necessary at the pleasure of the executive.
- f. The immediate past president, who is a member in good standing, is an ex-officio member of the executive.

7.2 Executive Meetings

- a. Meetings of the executive, at the request of the President or Vice-President acting on the President's authority, shall occur at least six times a year and are open to all members.
- b. Oral and written notice of meetings shall be given to each member of the executive at least three business days before the meeting is to take place.
- c. Issues involving selection of delegates, Society representation, and details of monthly activities shall be discussed at executive meetings.
- d. A majority of executive members shall constitute a quorum for the transaction of business. Questions arising shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

7.3 Committees

- a. The executive may from time to time establish such committee as it deems necessary and shall prescribe their duties.
- b. The executive may appoint such number of members as it deems fit to be members of such committees. The President or an executive member designated shall be an ex-officio member of each such committee.

7.4 Vacation of Office

- a. The office of an executive member shall be vacated if he or she fails to attend three consecutive meetings without leave from the executive.
- b. When vacancies occur, it is the responsibility of the executive to attempt to fill them by appointment.

ARTICLE 8

FINANCES

8.1 Two authorized signatures are required on all cheques.

8.2 The identity and number of authorized signatures are decided by the executive committee.