

RUSSIAN CONGRESS OF CANADA

CONSTITUTION

TABLE OF CONTENTS

Section 1.	Interpretation -----	pg. 2
Section 2.	Name -----	pg. 3
Section 3.	Head Office -----	pg. 3
Section 4.	Official Languages -----	pg. 3
Section 5.	Policy -----	pg. 3
Section 6.	Organization and Exercise of Authority -----	pg. 4
Section 6.3a	Regional Boards -----	pg. 4
Section 7.	Membership -----	pg. 5
Section 7a.	Individual Membership -----	pg. 7
Section 8.	National Assembly -----	pg. 8
Section 9.	National Council -----	pg. 10
Section 10.	Executive Committee -----	pg. 14
Section 11.	Officers -----	pg. 15
Section 12.	Standing and Special Committees -----	pg. 19
Section 12a.	Commissions -----	pg. 22
Section 12b.	Standing Committees -----	pg. 23
Section 13.	Vacancies -----	pg. 25
Section 14.	Removal from Office of Councilors and Officers -----	pg. 25
Section 15.	Resignation and Expulsion of Members -----	pg. 26
Section 16.	Finance -----	pg. 26
Section 16a.	Special Examination -----	pg. 27
Section 17.	Membership Fees and the Other Assessments -----	pg. 29
Section 18.	General Administrative Provisions -----	pg. 30
Section 19.	Procedure for Amending the Charter and the Constitution -----	pg. 31
Section 20.	Repeal -----	pg. 32
Section 21.	Application at Provincial Level -----	pg. 32
Section 22.	National Advisory Council -----	pg. 32
Section 23.	Constitutional and Policy Conflicts -----	pg. 34

Section1 - Inerpritation

“**Act**” means the Canada Corporations Act as amended and any successor legislation governing non-profit corporate entities;

“**Alternate Delegate**” means a person appointed by the respective province to replace a delegate that is absent;

“**Charter**” means Letters Patent and any amendments thereto;

“**Congress**” means the Russian Congress of Canada;

“**Commission**” means a group of people selected from members of the Congress by the National Council to resolve particular issues and develop recommendations.

“**Constitution**” means this By-law and any amendments thereto;

“**Councilor**” means a member of the National Council;

“**Delegate**” means a voting delegate at the National Assembly;

“**Manifest**” means the manifest of the Russian Congress of Canada dated January 17, 2015;

“**Founding Members**” means individual members who signed declaration of foundation of the Russian Congress;

“**Members**” means the following:

- (a) where there is a provincial organization all the members of the provincial organization through the provincial organization;
- (b) where there is no provincial organization, those who are directly members of the Congress.

“**National Assembly**” means the annual or special convention of delegates.

“**National Council**” means the Board of Directors of the Congress.

“**Provincial Assembly**” means the annual or special convention of the voting delegates of the members of a provincial organization.

“**Provincial Council**” means the Board of Directors of a provincial organization.

“**Provincial Organization**” means the single province-wide organization recognized by the Congress composed of a minimum of two member-organizations from such province.

“*Code of Ethics*” means the bill of common rules of behavior and conduct for every member of the Russian Congress of Canada.

- 1.1 In this Constitution and in all other by-laws and resolutions of the Congress hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa.

Section 2 - Name

- 2.1 The Congress shall be known as the *Russian Congress of Canada* or *Русский Конгресс Канады*.
- 2.2 The regional organizations shall be known as the brunches of the Russian Congress of Canada the *Russian Congress of Canada* - (the respective province) *Brunch* or *Русский Конгресс Канады - Отделение* (название соответствующей провинции).

Section 3 - Head Office

- 3.1 A permanent business address indicating a head office of the Congress in Toronto, Ontario must be maintained at a specific location to be determined from time to time by resolution of the National Council.

Section 4 - Official Languages

- 4.1 Subject to section 4.4, English and Russian shall be for all intents and purposes the official languages of the Congress and shall be accorded equal status and right, privilege, and recognition in their use.
- 4.2 Everyone shall have the right to use English or Russian in any debate or proceeding of the Congress.
- 4.3 The Charter, Constitution, by-laws, and resolutions of the Congress may be published in all official languages.
- 4.4 In the event of a conflict between the wording of the English and/or Russian versions of the Charter, Constitution or by-law, resolutions or publications of the Congress the English version shall prevail.

Section 5 - Policy

- 5.1 The National Assembly shall set the general policy of the Congress, and the National Council shall espouse such policy in all national and international matters.

- 5.2** In the provinces where a provincial organization exists the Provincial Assembly shall, in determining its own policy, have due regard to the general policy of the Congress and, through the Provincial Council shall have exclusive jurisdiction in all matters of a local, regional, or provincial nature in such province.
- 5.3** In provinces where no provincial organization exists, the members from such province shall determine their own policy, provided that such policy is not contrary to the general policy of the Congress, and they shall have exclusive jurisdiction in all matters pertaining to their territorial domain.

Section 6 - Organization And Exercise Of Authority

- 6.1** At the national level the continuing functions of the Congress shall be carried on by the National Assembly, the National Council, the Executive Committee, and the Standing or Special Committees.
- 6.2** Subject to section 6.3, at the provincial level the continuing functions of the Congress shall be carried by the Provincial Assembly, the Provincial Council, the Executive Committee, and the Standing or Special Committees.
- 6.3** In provinces where no provincial organization exists, the continuing functions of the Congress shall be carried on by the members in those provinces.

Section 6.3a - Regional Boards

- 6.3a.1** Notwithstanding section 6.3, in a province where no provincial organization exists the National Council may, by by-law, establish a regional board to carry on the functions of the Congress in that province. One regional board may be formed for two or more provinces in the same geographic region.
- 6.3a.2** The regional board shall be an interim provincial organization, and, upon the establishment of a provincial organization, the regional board shall be dissolved, and its assets and liabilities shall be assumed by the provincial organization.
- 6.3a.3** The National Council shall pass by-laws relating to the name, objects, structure, organization, membership, election of officers, finance, powers, duties, functions, and quorums of the regional board.
- 6.3a.4** The regional board may, with the approval of the National Council, pass by-laws relating to the powers and duties of the officers and employees of the regional board and generally for the control and the management of the administrative and domestic affairs of the regional board.
- 6.3a.5** The National Council may, by by-law, issue policy directives on matters relating to the regional board's exercise of its powers and duties.

- 6.3a.6** Before issuing a policy directive, the National Council shall consult with the officers of the regional board with respect to the content and effect of the directive on the regional board.
- 6.3a.7** Compliance with a policy directive shall be deemed to be in the best interests of the regional board.
- 6.3a.8** The regional board may do such things as in its opinion are necessary, usual or incidental to the furtherance of the objectives set out in a policy directive.
- 6.3a.9** The officers of the regional board shall ensure that policy directives are implemented promptly and effectively.
- 6.3a.10** Each regional board shall be accountable to the Executive Committee and the National Council.
- 6.4** The powers of the Congress shall be exercised by by-law or resolution in accordance with the provisions of the Act, the Charter, the Manifest, the Code of Ethics and the Constitution.

Section 7 - Membership

- 7.1** Subject to section 7.3 and section 15.4, any non-profit and non-political chartered group in Canada which has been constituted a body corporate, provincially or federally, has at least fifteen active members who:
- (a) have attained the age of majority
 - (b) have legal status in Canada
 - (c) whose aims or purposes bear, directly or indirectly, on the aims and purposes of the Congress
- is eligible to be a member of the Congress, unless there is a provincial or regional organization, in which case it becomes a member through such organization.
- 7.2** Notwithstanding section 7.1, any university students or alumni association recognized by the respective university and whose aims or purposes are the same or compatible to those of the Congress is eligible to be a member of the Congress.
- 7.3** Any organization defined in section 7.1 or 7.2 shall not be eligible for membership or continued membership in the Congress unless it:
- (a) has existed for at least two years prior to application for membership;
 - (b) is an autonomous non-auxiliary organization;
 - (c) is democratically constituted and operated;

- (d) is composed of at least fifteen members in good standing;
- (e) annually submits a current list of members in good standing, or audited financial statements for the previous fiscal year;
- (f) submits copies of its constitutional documents to the Congress, and has had at least one general meeting of its members within the last fifteen months prior to its application for membership, and has annual general meetings thereafter;
- (g) adheres to the aims and purposes of the Congress;
- (h) does not have objectives and aims which are exclusively politically partisan;
- (i) is not affiliated with any political party;
- (j) membership in the Congress has been ratified at a general meeting of its members;
- (k) application has been ratified by the Executive Committee based on the recommendation of the Standing Committee on Administration and written notification of such ratification has been forwarded to it by the Vice President, Administration and Secretary;
- (l) has paid its membership fees.

7.4 Notwithstanding section 7.1, 7.2, and subsections 7.3 (a) and (b), members of the Congress and of provincial organizations on the date of approval of the Constitution shall be deemed to be members, provided that member-organizations comply with the provisions of subsections 7.3 (c) to (l) inclusive, and individual members comply with the provisions of subsections 7.3 (g), (h) and (l).

7.5 Any organization who is not otherwise eligible to become a member of the Congress may, upon application to and approval by the National Council, become an associate member provided such organization or individual adopts the aims and purposes of the Congress and pays the prescribed membership fees.

7.6 Associate members shall be entitled to all rights and privileges of membership to the Congress except the right to vote and the right to be elected.

7.7 The National Council or the National Assembly may, by resolution passed by at least two-thirds majority, name individuals to be honorary members of the Congress in recognition of their active contribution or outstanding services to the Congress or to the Russian heritage and culture at large.

7.8 Unless honorary members otherwise have voting privileges, they shall be entitled to all the rights and privileges of membership in the Congress except the right to vote and the right to be elected. Where an honorary member otherwise has the right to vote, he shall be required to pay membership fees.

7.9 In the event that an application is not ratified by the Executive Committee, the Vice President, Administration and Secretary shall, within thirty days of such decision, notify the applicant in writing of the reasons for non-ratification.

7.10 Any organization whose membership to the Congress has not been ratified may appeal by written notice to the Secretary within thirty days from the date that notice of reasons for non-ratification has been received. The Secretary shall then ensure that such an appeal is included in the agenda of the next National Council meeting. The decision of the National Council on the appeal shall be final.

7.11 In provinces where a provincial organization exists, any organization whose membership to the Congress has not been ratified by the Executive Committee of the Provincial Council may appeal by written notice to the Vice President, Administration and Secretary, of the Congress within thirty days from the date that notice of reasons for non-ratification has been received. The Vice President, Administration and Secretary, of the Congress shall then ensure that such an appeal is included in the agenda of the next National Council meeting, and that his representative provincial counterpart is advised of the appeal in writing. The decision of the National Council on the appeal shall be final.

Section 7a - Individual Membership

7a.1 Notwithstanding section 7, any individual who:

- (a) has attained the age of majority and has legal status in Canada;
- (b) accepted aims and purposes of the Congress, declared in the Manifest;
- (c) conduct and manner, emphasised in the Code of Ethics;
- (d) is interested in the development and the vitality of the Russian Canadian community

shall be entitled to apply for membership in the Congress.

7a.2 In provinces where a provincial organization exists, an individual shall apply to the provincial organization for membership in accordance with its by-laws.

7a.3 In provinces where there is no provincial organization, an individual shall apply to the Executive Committee for membership in the Congress.

7a.4 The National Council shall, by by-law, provide for the disposition of applications for membership by individuals.

7a.5 In provinces where a provincial organization exists, the provincial organization shall, by by-law, establish the method of representation of individual members in its provincial assembly.

7a.6 In provinces where there is no provincial organization, the National Council shall, by by-law, establish the method of representation of individual members in that province. However, no status of provincial organization is granted to that province.

Section 8 - The National Assembly

Powers, Duties and Composition

- 8.1** Subject to the Act, the Charter, and the Constitution, the National Assembly shall be the supreme governing body of the Congress.
- 8.2** Without limiting the generality of section 8.1, the duties and responsibilities of the National Assembly shall include:
- (1) the decision of the members of the National Council;
 - (2) the receipt, consideration, modification (if any) and approval of the annual budget proposed by the National Council;
 - (3) the receipt, consideration and approval of amendments to the Constitution, and by-laws of the Congress, in accordance with the provisions of the Constitution;
 - (4) the receipt, consideration and approval of the auditor's report of the financial statements of the Congress;
 - (5) the receipt, consideration and approval of the report of the President, Vice President, Administration and Secretary, and Vice President, Finance and Treasurer, on the affairs and activities of the Congress;
 - (6) the appointment of auditor for the ensuing fiscal year.
- 8.3** Representation of the National Assembly shall be determined by the National Council proportionally by provinces by number of active good standing individual members and active good standing collective members. Every collective member shall be counted as two individual members.
- 8.4** The biannual General Assembly for Election of the National Council for the following two years mandate, will take place alternatively or in Eastern and Western Canada. When the General assembly takes place in Eastern Canada, Ontario and Quebec will decide together the city of the event. When the General assembly takes place in Western Canada, British Columbia, Manitoba and Alberta will decide together the city of the event.
- 8.5** Each delegate shall be appointed by the provincial organization and shall be entitled to one vote and the exercise of such vote shall not be assignable by way of proxy or otherwise.
- 8.6** Alternate delegates may also be appointed by the provincial organization and vote in the absence of a delegate.
- 8.7** In provinces where there is no provincial organization, the members shall convene a meeting and amongst their ranks appoint the delegates to the National

Assembly as authorized by section 8.4 and may appoint alternate delegates who may vote in the absence of anyone or more of the delegates from such province.

8.8 All Councilors shall be ex-officio delegates at the National Assembly and shall be included in the total number of delegates.

8.9 Number of Delegates as per 8.3.

Annual Convention

8.10 There shall be an annual convention of delegates at such time and place as shall be determined by the National Council, being no later than fifteen months next following the last annual convention.

8.11 A notice shall be sent by the Vice President, Administration and Secretary, to every member of the Congress in good standing, at least ninety days prior to the annual convention, and such notice shall specify the time, place, and date where such convention shall be held, the registration requirements and the nature of business to be transacted.

8.12 In provinces where a provincial organization exists, the Vice President, Administration and Secretary, of the Congress shall also send the notice referred to in section 8.12 to the provincial counterpart within the same delay.

8.13 At each annual convention, there shall be a registration fee for all persons, other than guests of honour, which shall be collected at the time of registration. The registration fee shall be determined by the Executive Committee. No person may engage in the transaction of business at a convention unless his registration fee has been paid.

8.14 Unless otherwise determined by the Executive Committee, the last day for registration at an annual convention shall be thirty days prior to the first day fixed for such annual convention. Delegates registering subsequent to that date shall be liable to a late registration fee to be determined by the Executive Committee.

8.15 Representatives of all members of the Congress shall be entitled to attend and be present at an annual convention and may participate during the discussions without the right to vote.

Special Conventions

8.16 Special conventions shall be called by the Vice President, Administration and Secretary, on the written direction of the President, by resolution of the National Council, or upon petition being submitted by at least thirty per cent of the Member organizations or two provincial Councils. Any such direction,

resolution, or petition shall state in detail the purpose for which the special convention is to be convened.

- 8.17** The Vice President, Administration and Secretary, shall call a special convention as authorized under section 8.17 within ninety days of receipt of such authorization. However, if at the time of receipt of such authorization an annual convention has already been scheduled within the following one hundred and twenty days, the Vice-President, Administration and Secretary, shall schedule the special convention to take place at the same time as the annual convention.
- 8.18** A notice shall be sent to all members and to the National and Provincial Councils at least thirty days prior to the date designated by the Vice President, Administration and Secretary, for the special convention and such notice shall specify the time, place and date where such a convention shall be held and the nature of business to be transacted.
- 8.19** Representatives of all members of the Congress shall be entitled to attend and be present at a special convention and may participate during the discussions without the right to vote.

Quorum of Annual or Special Conventions

- 8.20** The presence of fifty percent of delegates shall be necessary to form quorum for an annual or special convention.

Speaker of the National Assembly

- 8.21** At every annual or special convention, the delegates shall elect a person as Speaker to preside over and to act as chairman of the convention. The Speaker shall conduct the proceedings of the convention in accordance with the provisions of the Constitution and any by-law of the Congress. Prior to the election of a Speaker, at any convention of the Congress, the President or the highest ranking officer present shall call the meeting to order and ask for the nominations to elect a Speaker.

Section 9 - National Council

Powers, Duties and Composition

- 9.1** Subject to the Act, the Charter, and the Constitution, the National Council shall be empowered to put into effect the decisions of the National Assembly, govern between conventions of the National Assembly, and enact such by-laws and pass such resolutions as are required to carry out its mandate.
- 9.2** Without limiting the generality of section 9.1, the duties and responsibilities of the National Council shall include the:

- (a) election of the members of the Executive Committee;
- (b) assignment and delegation of such duties and powers as it may deem appropriate to the elected or appointed officers;
- (c) appointment of such Standing Committees in accordance with the Constitution;
- (d) establishment and maintenance of a National Office through which the business of the Congress may be carried on and at which the records of the Congress shall be kept;
- (e) establishment of the terms of employment of all hired personnel;
- (f) receipt, consideration and approval, with such modifications as it deems appropriate, of the annual budget, as recommended by the Executive Committee for the forthcoming year.

Composition

9.3 The National Council shall consist of the following members:

- (1) the President of each provincial or regional organization;
- (2) one person elected by the members in each province where there is no provincial organization;
- (3) one person appointed by and from each of the board of directors of the largest metropolitan community which is a member-organization of the provincial organization in each of the provinces of British Columbia, Ontario and Quebec;
- (4) the immediate past President, if not elected;
- (5) X-number of persons, decided on the National Assembly, elected by and from the National Assembly. At least one person from each province where Provincial organization of the Congress exists shall be elected. Founding members, if not elected.

9.4 The failure to appoint or elect a person to the National Council as provided by section does not invalidate the composition of the National Council, or impair the power of the National Council, and, so long as quorum remains in the office, the National Council may exercise all the powers conferred upon it.

Qualifications, Nominations, and Elections

9.5 Election and appointment of the National Council shall be held in accordance with the Constitution at the ratifying Convention every one year, during the weekend of September/October, subject to section 8.5.

9.6 Every Congress member is qualified to be nominated, elected, appointed, and to hold office as a member of the National Council provided that he:

- (a) has been a resident of the province for which he seeks election for the last one year;
- (b) is a Canadian citizen or landed immigrant;
- (c) has attained the age of 18 years on or before election day;
- (d) is not disqualified by the provisions of the Act, Constitution, or any other law from holding office.

9.7 No person is qualified to be nominated, elected, appointed, or remain a member of the National Council or sit or vote therein who is or becomes:

- (a) a member of the House of Commons or Senate of Canada;
- (b) a member of a Legislative Assembly;
- (c) a paid official or employee of the Congress or its members;
- (d) a person who has been convicted of an indictable offense;
- (e) an undischarged bankrupt.

9.8 The National Council shall, by resolution, prescribe the manner of nominations and of holding elections, including the forms to be used, the method of voting, and such rules and procedures pertaining thereto, so long as to ensure the fair and proper conduct of nominations and elections.

Term of Office of Councilors

9.9 All members of the National Council shall serve as Councilors for a term of two years or until their successors are elected or appointed.

9.10 Notwithstanding section 9.9, Councilors serving pursuant to section 9.3(1), shall serve for a term of two years provided they continue to hold the office of President in the provincial organization, otherwise their successors, in the provincial organization, shall automatically replace such Councilors for the balance of the term.

Organization

9.11 Forthwith upon its Constitution, the National Council shall meet and elect from amongst its members the following officers:

- (1) President;
- (2) Executive Vice President;
- (3) Vice President, Administration and Secretary;
- (4) Vice President, Finance and Treasurer;
- (5) Vice President, Strategic Communications;
- (6) Vice President, Socio-economic Affairs;
- (7) Vice President, Education;
- (8) Vice President, Youth;
- (9) Vice President, Human Rights;

- (10) Vice President, Religion;
- (11) free member

to hold office for the term of the National Council or until a successor is appointed or elected in accordance with the provisions of this Constitution.

9.12 Notwithstanding section 9.11 and where it is applicable, the National Council shall include Regional Vice Presidents:

- (1) Regional Vice President, Atlantic region (Nova Scotia, Prince Edward Island and Newfoundland);
- (2) Regional Vice President, Central Canada (Ontario, Quebec);
- (3) Regional Vice President, Prairie Provinces (Manitoba, Saskatchewan, Alberta);
- (4) Regional Vice-President, West Coast (British Columbia);
- (5) Regional Vice-President, North (Nunavut, Northwest Territories, Yukon Territory)

to hold office for the term of the National Council or until a successor is appointed or elected in accordance with the provisions of this Constitution.

9.12 A member of the National Council who is President of a provincial organization shall not be eligible to hold the office of President of the Congress unless within sixty days of his election resigns the position as President of the provincial organization.

9.13 A member of the National Council who is a Councilor by virtue of section 9.3 (3) shall not be eligible to hold the office of President of the Congress.

9.14 No member of the National Council shall serve as President for more than two consecutive terms, but a member who has served as President shall again be eligible for election to the office of President upon the lapse of two years after having completed the second of the two consecutive terms.

Quorum

9.15 More than fifty percent of members of the National Council are necessary to form quorum for the transaction of business.

Voting

9.16 Matters before the National Council shall be decided by a majority vote.

9.17 Each member of the National Council shall have one vote only. The President shall not have a casting vote.

Meetings

- 9.18** All meetings of the National Council shall be held at the Head Office of the Congress, or at any other place within Canada as the National Council may determine.
- 9.19** The National Council shall meet at least once every six months at the call of the Vice President, Administration and Secretary, on the direction of the President.
- 9.20** Special meetings of the National Council shall be called by the Vice President, Administration and Secretary, on the written direction of the President, or the Executive Committee, or ten Councilors.
- 9.21** Any direction, pursuant to section 9.20, shall state the purpose for which the special meeting is to be convened.
- 9.22** A notice shall be sent by the Vice President, Administration and Secretary, to every Councilor at least sixty days and second notice at least five days before the date appointed for the regular meeting. Such notice shall specify the time, date and place where such meeting shall be held and the nature of business to be transacted.
- 9.23** No notice need be sent for the first meeting of a newly elected National Council provided such meeting is held forthwith upon its constitution.

Section 10 - The Executive Committee

Powers, Duties and Composition

- 10.1** The Executive Committee composed of the officers listed in sections 9.11 and 9.12, officers elected or appointed, and immediate past President, if not elected, shall be the governing body of the Congress between meetings of the National Council and shall report all business transacted at its meetings to the next meeting of the National Council.
- 10.2** Without limiting the generality of section 10.1, the duties and responsibilities of the Executive Committee shall include the:
- (a) drafting of by-laws for consideration by the National Council;
 - (b) receipt, consideration and approval, with such modifications as it may deem appropriate, of the annual budget as prepared by the Vice President, Finance and Treasurer;
 - (c) administration and management of the day-to-day affairs of the Congress;
 - (d) receipt, consideration, ratification or non-ratification of application for membership in the Congress.

- 10.3** Meetings of the Executive Committee shall be held at such place as the Executive Committee from time to time chooses.
- 10.4** The Vice President, Administration and Secretary, shall call a meeting of the Executive Committee whenever requested to do so by the President or by written direction of three members of the Executive Committee.

Notice of Meetings

- 10.5** A notice shall be sent by the Vice President, Administration and Secretary, to each member of the Executive Committee at least ten days prior to each meeting and such notice shall specify the time, date and place where such meeting shall be held and the nature of business to be transacted. Notice of meeting(s) may be waived by the members of the Executive Committee.
- 10.6** The members of the Executive Committee may appoint a day or days in any month or months, for regular meetings, at any stated hour and for such regular meetings no notice need be sent. An Executive Committee meeting may also be held without notice, immediately following the election of its members by the National Council.
- 10.7** Each member of the Executive Committee shall have one vote. The President shall not have a casting vote.
- 10.8** Matters before the Executive Committee shall be decided by a majority vote.

Quorum

- 10.9** Fifty percent of the Executive Committee and the President or Executive Vice President constitute a quorum and, notwithstanding any vacancy among the members, a quorum of members may exercise all powers of the Executive Committee.

Section 11 - Officers

Powers, Duties and Composition President

- 11.1** The President shall be a Councilor and shall preside as Chairman at all meetings of the National Council.
- 11.2** The President shall be the chief executive officer and official representative of the Congress.
- 11.3** The President shall be an ex-officio voting member of any Standing or Special Committee of the Congress unless otherwise specified in any by-law or resolution establishing any such Standing or Special Committee.

- 11.4** The President shall generally direct and manage the affairs and activities of the Congress. He shall, in cooperation with the Vice President, Administration and Secretary, prepare and circulate the agenda regarding meetings of the National Assembly, the National Council and the Executive Committee as the case may be.
- 11.5** The President shall act with the advice and consent of the Executive Committee or the National Council. However, where immediate action is necessary and a meeting of the Executive Committee or of the National Council cannot be convened to determine such action, he shall act on his own authority provided that any action taken is reported to the Executive Committee or the National Council at the next meeting.
- 11.6** The President shall prepare and submit to the members of the National Council an annual report of the activities of the Congress.
- 11.7** The President may delegate, as he deems advisable, any of his duties to other members of the Executive Committee, provided such delegation does not conflict with section 11.9.
- 11.8** The President shall also have the power to certify documents issued by the Congress and such other powers and duties as may from time to time be assigned to him by the National Council, the Executive Committee, or as may be incidental to the office.

Executive Vice President

- 11.9** The Executive Vice President shall be a Councilor and deputy chief executive officer of the Congress. He shall assist the President in the exercise of his duties. In the absence of the President, the Executive Vice President shall assume the duties and exercise the authority of the President.
- 11.10** The Executive Vice President shall be responsible for policy formulation and development for the Congress and shall chair the Standing Committee on Policy Development.
- 11.11** The Executive Vice President shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Executive Committee or the National Council.

Vice President, Administration and Secretary

- 11.12** The Vice President, Administration and Secretary, shall be the chief administrative officer of the Congress and shall coordinate and supervise all matters relating to the administration, internal affairs and operation of the Congress.

- 11.13** The Vice President, Administration and Secretary, shall chair the Standing Committee on Administration.
- 11.14** The Vice President, Administration and Secretary, shall be responsible for recording the proceedings and decisions of the National Assembly, the National Council and the Executive Committee and shall be the custodian of all the documents of the Congress.
- 11.15** Without limiting the generality of sections 11.12, 11.12a and 11.13, the duties of the Vice President, Administration, and Secretary shall include:
- (a) having custody of the seal of the Congress;
 - (b) recording in a minute book:
 - (i) the attendance and all proceedings of the National Assembly, the National Council and Executive Committee;
 - (ii) the resolutions passed by the National Assembly, the National Council and the Executive Committee;
 - (iii) the by-laws passed by the National Assembly and the National Council;
 - (c) responsibility for the filing, maintenance and safe preservation of the minute books, documents and other records of the business of the National Assembly, the National Council, the Executive Committee and the Standing and Special Committees;
 - (d) causing to be issued such certificates, notices and other documents in accordance with procedures adopted by the National Council or the Executive Committee.
- 11.16** The Vice President, Administration and Secretary, shall be an ex-officio non-voting member of any Standing or Special Committee, unless otherwise stipulated in the by-law or resolution establishing such Committee.
- 11.17** The Vice President, Administration and Secretary, shall prepare and submit an annual report of his activities to the National Council.
- 11.18** The Vice President, Administration and Secretary, shall also have the power to certify documents issued by the Congress and carry out such other duties and exercise such other powers as may from time to time be assigned to him by the National Council or the Executive Committee.

Vice President, Finance and Treasurer

- 11.19** The Vice President, Finance and Treasurer, shall be a Councilor and shall be responsible for the financial management of the Congress.

11.20 Without limiting the generality of section 11.18, the duties of the Vice President, Finance and Treasurer, include:

- (a) chairing the Standing Committee on Finance;
- (b) preparing and submitting to the Executive Committee, the National Council and the National Assembly the annual budget;
- (c) arranging for the safe-keeping of all the funds and securities of the Congress;
- (d) receiving all monies paid to the Congress and disbursing funds of the Congress as authorized by the National Council or Executive Committee;
- (e) keeping accurate and complete original records of all financial transactions of the Congress;
- (f) keeping accurate and complete records of all assets and liabilities of the Congress;
- (g) preparing financial statements and reports of the financial affairs of the Congress commensurate with the status of the latter.

11.21 The Vice President, Finance and Treasurer, shall, within three months of the end of the fiscal year, prepare a financial report for the previous fiscal year for submission to the Executive Committee, the National Council and the National Assembly.

11.22 The Vice President, Finance and Treasurer, shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the National Council or the Executive Committee.

Vice-President, Strategic Communications

11.23 The Vice President, Strategic Communications, shall be a Councilor and shall chair the Standing Committee on Strategic Communications.

11.24 The Vice President, Strategic Communications, shall be responsible for the management of media and public issues, including the development and implementation of policy in communication and public affairs.

11.25 The Vice President, Strategic Communications, shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Executive Committee or the National Council.

Vice President, Socio-economic Affairs

11.26 The Vice President, Socio-economic Affairs, shall be a Councilor and shall chair the Standing Committee of Socio-economic Affairs.

11.27 The Vice President, Socio-economic Affairs, shall be responsible for the development and implementation of policy in Socio-economic affairs.

11.28 The Vice President, Socio-economic Affairs, shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Executive Committee or the National Council.

Regional Vice President

11.29 Each Regional Vice President shall be a Councilor and shall be responsible for the control, management, coordination and supervision of activities and programs of the Congress in his region.

11.30 Each Regional Vice President shall carry out such other duties and exercise such other powers as may from time to time be assigned to him the Executive Committee or the National Council.

Regional Advisory Committees

11.31 Each regional Vice President, with the advice and consent of the National Council, may establish a regional Advisory Committee.

11.32 A regional Advisory Committee established under section 11.31, shall be responsible to the regional Vice-President and shall advise and assist him in the exercise of his duties.

11.33 Each regional Vice President shall prepare and submit an annual report of his activities to the Executive Committee and the National Council.

Vice President, Human Rights

11.34 The Vice President, Human Rights, shall be a Councilor and shall chair the Standing Committee of Human Rights.

11.35 The Vice President, Human Rights, shall be responsible for the development and implementation of policy in Human rights.

11.36 The VicePresident, Human Rights, shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Executive Committee or the National Council.

Other Officers

11.37 The National Council may elect or appoint such other officers as may be required from time to time and, by by-law, prescribe the duties, responsibilities and functions of such officers.

Section 12 - Standing And Special Committees

Standing Committees

12.1 The National Council may, by by-law, create other Standing Committees consisting of one or more of its members or from the general membership of the Congress, or both, and may delegate to such Committees any matter it deems necessary for consideration, inquiry, management or regulation, including any duties and powers conferred by the Constitution upon the National Council or the Executive Committee, except the power to borrow money, to pass a by-law or enter into contracts. No report or decision of any such Committee shall have effect unless adopted or ratified by the National Council.

Special Committees

12.2 The National Council or the Executive Committee may, by resolution, create Special Committees and the provisions in section 12.1 shall be applicable thereto except that such Committees may contain members of the general public among its membership.

Duties and Responsibilities

12.3 Each Standing or Special Committee shall be accountable to the Executive Committee and the National Council and without restricting the generality of the foregoing, it shall be the duty of each Standing or Special Committee to report to the Executive Committee and the National Council on all matters, conducted within its terms of reference, and to recommend such actions, as it deems necessary and appropriate, and report annually to the Executive Committee and the National Council with respect to their activities during the years.

12.4 The National Council may, by by-law, make such rules as are necessary for regulating the proceedings and generally for:

- (a) the conduct and management of the affairs of the Standing or Special Committees;
- (b) governing the calling, holding and conducting of meetings of the Standing or Special Committees;
- (c) prescribing the quorums of the Standing or Special Committees;
- (d) specifying the powers and duties of the officers of the Standing or Special Committees;
- (e) regulating the establishment of subcommittees or task forces and prescribing their composition, powers, duties and quorums;
- (f) any matter necessary and proper for the functioning of the Standing or Special Committees.

Section 12a - Commissions

National Russian Canadian Youth Commission

12a.4 There shall be established, within the structure of the Congress, a Commission to be known as the National Russian-Canadian Youth Commission.

12a.5 The Commission shall be composed of the Vice President, Youth Affairs, as Chair and such other persons as are elected or appointed thereto in accordance with the rules and regulations prescribed by the National Council.

12a.6 The functions of the Commission shall be:

- (a) to represent and promote the interests of Russian Canadian youth within the Congress;
- (b) to raise the concerns and interests of youth in all Congress deliberations and ensure the furtherance of such interests;
- (c) to encourage the active participation of youth at all levels of Congress activities, including the Canadian society at large;
- (d) to perform such other functions as may be assigned to it by the National Council or the National Assembly.

12a.7 Subject to the provisions of this Article, each Commission, from among its members, shall elect a first Vice-Chair, a second Vice-Chair, a Secretary and a Treasurer and any other officer in accordance with the rules and regulations prescribed by the National Council.

12a.8 One-third of the members of each Commission constitutes a quorum.

12a.9 Each member of the Commission has only one vote.

12a.10 The affairs of each Commission are under the control and management of the Commission's administrative committee, subject to the provisions of this Constitution and to the resolutions or other actions of the National Council and the Commission.

12a.11 Each administrative committee shall be composed of the Chair and the officers referred to in section 12a.7 and shall be accountable to the Commission, the Executive Committee and the National Council.

12a.12 The National Council may, by by-law, establish general policies to be followed in the operations and management of each Commission.

12a.13 The officers and members of each Commission shall ensure that the general policies are complied with.

12a.14 Each Commission shall, after the close of each fiscal year, submit to the President of the Congress an annual report on the affairs of the Commission, including an audited financial statement.

12a.15 Subject to the approval of the National Council, each Commission may pass resolutions regarding such matters as are necessary to conduct the business and carry out the functions of the Commission and, without restricting the generality of the foregoing, a Commission may pass resolutions to:

- (a) conduct its internal affairs;
- (b) govern the calling, holding and conducting of meetings of the administrative committee and of the members of the Commission;
- (c) provide for financial management, including authorization of spending funds for the promotion of its functions;
- (d) specify the powers and duties of the officers of the Commission;
- (e) provide for the removal of officers;

- (f) provide the appointment, removal, functions, duties and remuneration of employees of the Commission;
- (g) establish such committees as are necessary to carry out the business of the Commission.

Section 12b - Standing Committees

Standing Committee on Administration

12b.1 There shall be a Standing Committee on Administration that shall consist of the following members the Vice President, Administration and Secretary as Chair, a vice-Chair appointed by the National Council, one representative of each Commission, and any other persons, as may be appointed thereto by the National Council.

12b.2 The Standing Committee on Administration shall have general responsibility for the administrative operations of the Congress and shall prepare and implement administrative policies and procedures for the internal operations of the Congress.

12b.3 The Standing Committee on Administration shall have responsibility for reviewing and examining all membership applications and determine whether or not an organization or an individual applying for membership in the Congress meets the criteria stipulated in this Constitution and the guidelines of the National Council.

12b.4 Subject to the approval of the National Council, the Standing Committee on Administration shall issue procedures for assessing membership applications.

12b.5 The National Council shall, by by-law, establish guidelines respecting membership eligibility in the Congress and such guidelines shall be followed by the Standing Committee on Administration in assessing membership applications.

12b.6 The Standing Committee on Administration shall perform such other functions as may be assigned to it by the National Council.

Standing Committee on Finance

12b.7 There shall be a Standing Committee on Finance that shall consist of the following members:

- (1) Vice President of Finance and Treasurer as Chair;
- (2) Vice-Chair appointed by the National Council;
- (3) one representative of each Provincial Organization;
- (4) one representative of each Commission;
- (5) any other person as may be appointed thereto by the National Council.

12b.8 The Standing Committee on Finance shall have general responsibility for the finances of the Congress and shall:

- (a) prepare and implement long range financial plans and operating budgets for all aspects of the national level of the Congress and without restricting the generality of the foregoing, the Standing Committee on Finance shall, raise funds to finance the operations of the national level of the Congress, including regional Boards;
- (b) coordinate fund-raising across Canada, while respecting provincial and local fund-raising Boards;
- (c) prepare criteria and procedures respecting the formulation of budgets, the financing of programs and activities, the collection management and administration of and accounting for funds;
- (d) liaise with public and private funding agencies.

12b.9 The Standing Committee on Finance shall perform such other functions as may be assigned to it by the National Council.

Standing Committee on Policy Development

12b.10 There shall be a Standing Committee on Policy Development and shall consist of the following members:

- (1) Executive Vice President as Chair;
- (2) Vice President of Socio-economic Affairs;
- (3) one representative of each Provincial Organization;
- (4) one representative of each Commission;

(5) any other persons as may be appointed thereto by the National Council.

12b.11 The Standing Committee on Policy Development shall have responsibility for national policy development between conventions.

12b.12 In order to carry out its duties, the Standing Committee on Policy Development may establish sub-committees of members and non-members for the development of policy in specific areas and organize national and regional policy conferences in conjunction with provincial organizations.

12b.13 The Standing Committee on Policy and Development shall prepare, maintain and publish a consolidation of resolutions approved at conventions.

12b.14 The Standing Committee on Policy Development shall perform such other functions as may be assigned to it by the National Council.

Standing Committee on Strategic Communications

12b.15 There shall be a Standing Committee on Strategic Communications that shall consist of the following members:

- (1) Vice President of Strategic Communications as Chair;
- (2) Vice-Chair appointed by the National Council;
- (3) one representative of each Provincial Organization;
- (4) one representative of each Commission;
- (5) any other persons as may be appointed thereto by the National Council.

12b.16 The Standing Committee on Strategic Communications shall have the responsibility for developing, implementing, monitoring and evaluating methods of communication for the promotion and enhancement of the Congress within the Russian-Canadian community and the public at large and, without restricting the generality of the foregoing, the Standing Committee on Strategic Communications shall:

- (a) identify and assess communication strategies;
- (b) monitor electronic and print media so as to ensure that the interests of the Russian-Canadian community are fairly and adequately represented;
- (c) conduct research and collect data;
- (d) develop programs and promote the Congress's goals and objectives;
- (e) liaise with media organizations.

12b.17 The Standing Committee on Strategic Communications shall perform such other functions as may be assigned to it by the National Council.

Standing Committee of Socio-economic Affairs

12b.18 There shall be a Standing Committee of Socio-economic Affairs that shall consist of the following members:

- (1) Vice President of Socio-economic Affairs as Chair;
- (2) Vice-Chair appointed by the National Council;
- (3) one representative of each Provincial Organization;
- (4) one representative of each Commission;
- (5) any other person as may be appointed thereto by the National Council.

12b.19 The Standing Committee of Socio-economic Affairs shall have responsibility for the development and review of policy and programs relating to economic, social, cultural, educational, health and related matters and, without restricting the generality of the foregoing, may:

- (a) make or initiate studies and reports;
- (b) coordinate the activities of specialized agencies through consultation with and recommendations to such agencies;
- (c) organize conferences in accordance with the rules prescribed by the National Council on matters falling within its jurisdiction.

12b.20 The Standing Committee of Socio-economic Affairs shall perform such other functions as may be assigned to it by the National Council.

Section 13 - Vacancies

National Council

13.1 The office of any Councilor of the National Council shall be deemed vacated if such Councilor:

- (a) becomes disqualified from holding office in the National Council pursuant to the provisions of subsection 9.6 (d) and section 9.7;
- (b) no longer resides in the province for which he was elected or appointed; has neglected or refused to accept office;
- (c) has failed to attend two consecutive regular meetings of the National Council, without being authorized to do so by resolution of the National Council. Such resolution may have retroactive application;
- (d) files his resignation in writing with the Vice-President, Administration and Secretary;
- (e) is removed from office in accordance with the provisions of section 14;
- (f) dies;
- (g) refuses to act as a Councilor.

13.2 Subject to 9.10, where a vacancy occurs with respect to appointed Councilors, the same shall be filled by the National Council. In filling such vacancy, the National Council shall have regard to the geographic distribution of its members.

- 13.3** Where a vacancy occurs with respect to elected Councilors, the same shall be filled by the National Council, by appointment, upon prior consultation with the provincial organization of the province to which the vacancy relates, and such appointment should be limited to persons residing in such province.

President

- 13.4** Where a vacancy occurs in the office of the President as a result of death, resignation, permanent disability, or, for any other cause, the National Council shall convene as soon as possible for the purpose of electing a new President from among its members.

Section 14 - Removal From Office Of Councilors And Officers

- 14.1** The National Assembly may, by resolution passed by two-thirds of votes cast at an annual or special convention, of which notice, in writing, specifying the intention to pass such resolution has been given to the Vice-President, Administration and Secretary, at least thirty days prior to such a convention, remove from office any Councilor and may by majority of votes cast at that meeting, elect any qualified person to serve in his place for the remainder of the term.
- 14.2** The National Council may, by resolution passed by an affirmative vote of two-thirds of the Councilors present and voting, at a meeting duly called for that purpose and of which notice specifying the intention to pass that resolution has been duly given by registered mail to every Councilor, remove from office any officer, and may by a majority of votes cast at that meeting, elect any qualified person from among its membership to replace the officer in question.

Section 15 - Resignation And Expulsion Of Members

- 15.1** Any member may resign by notifying, in writing, the Vice-President, Administration and Secretary. Such resignation shall be effective upon acceptance thereof by the National Council.
- 15.2** Subject to section 15.3, any member who is shown to a Special Committee struck for that purpose, to have acted contrary to the principles, aims, interests, Constitution and by-laws of the Congress, may be expelled by a two-thirds majority vote of the delegates at an annual or special convention where notice specifying the intention to pass such a resolution has been given to all the members by prepaid mail.
- 15.3** No member shall be expelled without first having been notified, in writing and by registered mail, of the allegations against him, and without having been given the opportunity to be heard by the Special Committee referred to in Section 15.2.

- 15.4** Any member who has been expelled pursuant to Section 15.2, shall not be eligible for membership prior to the lapse of a period of up to three years from the date of expulsion.

Section 16 - Finance

- 16.1** The fiscal year of the Congress shall begin on the first day of June in each year and end on the thirty-first day of May of the following year.
- 16.2** The Vice President, Finance and Treasurer, shall open and maintain an account or accounts in the name of the Congress at a chartered bank approved by the National Council, and shall deposit therein to the credit of the Congress all monies received by him.
- 16.3** Unless the National Council otherwise determines, all cheques, orders, drafts or other instruments withdrawing money from a bank account of the Congress shall be signed by the President or the Executive Vice President and countersigned by the Vice President, Finance and Treasurer, or, in his absence or incapacitation, by the Vice President, Administration and Secretary.
- 16.4** Prior to the 31st day of December in each year, the National Council shall consider and adopt, with such modifications as it deems appropriate, a budget containing estimates of the revenues and expenditures of the Congress for the forthcoming fiscal year.
- 16.5** The National Council shall consider and approve within three months following the end of each fiscal year, the financial statements of the Congress for that fiscal year.
- 16.6** The National Council shall appoint one or more auditors to audit the accounts and the transactions of the Congress.
- 16.7** The auditor's report shall be presented to the National Council and the National Assembly.
- 16.8** The National Council may, by resolution:
- (a) borrow money upon the credit of the Congress;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Congress;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and secure any such debentures, or other securities, or any other present or future borrowing or liability of the Congress, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable or

immovable property of the Congress, and the undertaking and rights of the Congress.

- 16.9** The National Council may, by resolution, delegate to any officer or officers the authority to make arrangements regarding any matter provided for in Section 16.8.

Section 16a - Special Examination

Frequency

- 16a.1** A special examination shall be carried out at least once every five years and at such additional times, as the Audit and Operational Review Committee or the National Council may require.

Order

- 16a.2** Before an examiner commences a special examination, he shall survey the systems and practices of the Congress and submit a plan for the examination, including a statement of the criteria to be applied in the examination, to the Executive Committee.
- 16a.3** Any disagreement between the examiner and the Executive Committee with respect to a plan referred to in section 16a.11 shall be resolved by the National Council.

Report Of the Examiner

- 16a.4** An examiner shall, on completion of the special examination, submit a report on his findings to the Audit and Operational Review Committee, the Executive Committee and the National Council.
- 16a.5** The report of an examiner under section 16a.13 shall include a statement whether in the examiner's opinion, with respect to the criteria established pursuant to section 16a. 11, there is a reasonable assurance that there are no significant deficiencies in the systems and practices examined.

Consultation with Executive Committee

- 16a.6** The Audit and Operational Review Committee or examiner may at any time consult the Executive Committee or the auditor of the Congress on any matter relating to a review or examination.
- 16a.7** The Audit and Operational Review Committee or examiner shall consult the Executive Committee or the auditor of the Congress with respect to any matter that, in the opinion of the Audit and Operational Review Committee or examiner, should be brought to the attention of the National Council.

Right to Information

16a.8 On the demand of the Audit and Operational Review Committee or examiner, the present or former members of the Executive Committee, officers, employees, or agents of the Congress shall provide such information and explanations, and access to records, documents, books, accounts and vouchers of the Congress as the Audit and Operational Review Committee or examiner considers necessary to enable it or him to prepare any report as required by this Constitution.

Policy Restriction

16a.9 Nothing in this Constitution or any by-law shall be construed as authorizing the Audit and Operational Review Committee or examiner to express an opinion on the merits of matters of policy, including the merits of any business or policy decision of the Congress.

Accountability

16a.10 Notwithstanding any provision in this Constitution or by-law, the Audit and Operational Review Committee shall be accountable to the National Council and the National Assembly and, without restricting the generality of the foregoing, shall:

- (a) report to the National Council on all matters conducted within its terms of reference and to recommend such actions as it deems necessary and appropriate;
- (b) report annually to the National Council and to the National Assembly with respect to its activities during the year.

Other Functions

16a.11 The Audit and Operational Review Committee shall perform such other functions as may be assigned to it by the National Council.

Amendment

16a.12 Operational Review Committee is elected on the National Assembly for the period of one year among members of the Congress. Members of Standing Committee of Finance, President and Vice Presidents of the National Council cannot be a member of Operational Review Committee. The Committee consists of minimum three members. They elect a Chair among them. Operational Review Committee shall submit an Annual report on National Assembly and to the National Council.

Section 17 - Membership Fees And Other Assessments

- 17.1** Membership fees shall be payable upon the ratification of an application for membership and shall be due and payable on the first day of each fiscal year thereafter. Any member that does not pay its membership fee(s) when due, shall lose all voting privileges until such fee(s) are paid.
- 17.2** Where membership fees remain unpaid for a period of more than six months, all membership privileges for the particular member shall be suspended without notice until such fees and arrears are paid, unless the National Council, by resolution, otherwise determines.
- 17.3** All proposed changes to the membership fees shall be submitted by the National Council to the National Assembly for consideration and approval, and any changes thus approved shall not become effective until the first day of the fiscal year next following.
- 17.4** The National Assembly may, by resolution, impose or vary any other assessments and shall stipulate the date when such assessments will become due and payable.

Section 18 - General Administrative Provisions

Notices

- 18.1** Subject to other provisions of the Constitution, a printed, written, or typewritten notice of any meeting of the National Assembly, the National Council or any committee thereof, stating the day, hour and place of meeting and the general nature of the business to be transacted thereat, shall be delivered or sent by ordinary mail, postage prepaid within the prescribed time, to each person entitled to such notice at his address as it appears in the books of the Congress, and if no address is given therein, to the last address of such person known to the Vice President, Administration and Secretary, provided always that any meeting as aforesaid may be held for any purpose on any day, at any time and at any place within Canada, without notice, if all persons entitled to notice are present in person at the meeting and consent thereto or, if absent, shall have signified their consent in writing. Notices of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person entitled thereto.

Errors and Omissions in Notices

- 18.2** The accidental omission to give notice of any meeting or the non-receipt of any notice by any person entitled thereto shall not invalidate any by-law or resolution passed or any proceeding taken at such meeting.

Register

- 18.3** The books of the Congress shall, for all purposes, be deemed to contain a correct list of the members and their respective addresses, and it shall be the duty of each

member to notify the Vice President, Administration and Secretary in writing, of any correction or change of address.

Books and Records

- 18.4** The National Council shall ensure that all necessary books and records of the Congress required by the Act, any applicable statute or law, the Constitution or by-laws of the Congress are regularly and properly kept.

Corporate Seal

- 18.5** The seal of the Congress, an impression whereof is affixed to the margin hereto, shall be kept at the Head Office of the Congress.

Emblem

- 18.6** The Congress shall have an emblem in the form approved by the National Council.

Execution of Documents

- 18.7** Contracts, documents or any instruments in writing requiring the signature of the Congress may be signed by the President or the Executive Vice President together with the Vice President, Administration and Secretary, or, in his absence or incapacitation, the Vice President, Finance and Treasurer, and all contracts, documents and instruments in writing so signed, shall be binding upon the Congress without any further authorization or formality. The National Council shall have the power, from time to time, by resolution, to appoint any councilor or councilors, or officer or officers, on behalf of the Congress, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

Indemnity of Councilors and Officers

- 18.8** Every Councilor or Officer of the Congress shall be indemnified and saved harmless from and against any and all liabilities done in or about the execution of his office.

Rules And Regulations

- 18.9** The National Council may pass by-laws and make such rules and regulations for the control and management of the affairs of the Congress in matters not specifically provided for by this Constitution as may be deemed expedient, and for governing its proceedings and conduct of its members.

Section 19 - Procedure For Amending the Charter And Constitution

- 19.1** The Charter or Constitution of the Congress, or any party thereof, may be amended, supplemented or repealed only by the National Assembly.
- 19.2** Amendment, supplement or repeal of the Charter, Constitution or any part thereof, may be introduced by means of a resolution of the National Council or by a petition of at least ten members at an annual or special convention.
- 19.3** A notice containing the entire resolution or petition mentioned in section 19.2, shall be given, in writing, to the Vice President, Administration and Secretary, at least sixty days before the annual or special convention at which it is intended to be considered.
- 19.4** The Vice President, Administration and Secretary, shall send a copy of the entire resolution or petition mentioned in section 19.2, along with the notice mentioned in section 19.3, to all members, at least thirty days prior to the annual or special convention at which it is intended to be considered.
- 19.5** Any amendment, supplement or repeal of the Charter or Constitution duly introduced, shall require the affirmative vote of at least two-thirds of the delegates present at the annual or special convention in order to become effective, and shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Quorum of National Assembly for Amending the Charter or Constitution

- 19.6** Notwithstanding section 8.21, the requisite quorum for amendment, supplement or repeal of the Charter, Constitution or any part thereof, shall be seventy-five delegates representing at least three provinces.

Section 20 - Repeal

- 20.1** By-law number one is repealed from and after the coming into force of By-law number two, without prejudice to any action heretofore taken thereunder.

Section 21 - Application At the Provincial Level

- 21.1** Subject to sections 21.2, 21.3 and section 23, the provisions contained hereinabove shall serve as guiding principles at the provincial level.
- 21.2** At the provincial level, each member shall have at least one vote.
- 21.3** Sections 2.2, 6.2 to 6.4, 7.1 to 7.11, 8.1, 8.2, 8.6, 8.7, 8.9 8.11, 8.16, 9.1, 9.2, 9.5 to 9.9, 9.11, 9.17 to 9.19, 10.1 to 10.8, 11.1 to 11.8, 11.11 to 11.17, 11.19 to 11.22, 12.1 to 12.4, 13.1 to 13.4, 14.1, 14.2, 15.1, 15.4, 16.1, 16.2, 16.4, 16.5, to 17.4 and 18.1 to 18.8 hereof shall apply at the provincial level as minimum standards from which there shall be no derogation.

21.4 Subject to section 21.1, 21.2, and 21.3, Provincial Organizations may adopt by-laws for the regulation of their affairs at the provincial level.

Section 22 - National Advisory Council

22.1 There shall be a National Advisory Council of the Congress composed of the following ex-officio members:

- (1) President;
- (2) past Presidents of the Congress;
- (3) three or more members as may be determined from time to time by the National Council.

22.2 The objects of the National Advisory Council are:

- (a) to advise and make recommendations to the President of the Congress or the National Council on any matter relating to operation and management of the Congress;
- (b) to assist the National Council in promoting the activities of the Congress;
- (c) to do all things that are assigned from time to time by the President or the National Council.

22.3 The members of the National Advisory Council referred to in Section 22.1b shall be appointed by the National Council.

22.4 The National Council may designate one of the members as Chair and another as Vice-Chair of the National Advisory Council.

22.5 The chair shall preside at all meetings of the National Advisory Council and in the chair's absence or if that office is vacant, the vice-chair has all the powers and shall perform the duties of the chair.

22.6 As member of the National Advisory Council referred to in section 22.1b may be appointed for a term not exceeding the term of the National Council, but may be eligible for reappointment.

22.7 Three members of the National Advisory Council are necessary to form quorum for the transaction of business and no business shall be transacted unless there is quorum.

22.8 Where a vacancy occurs for any reason in the office of a member referred to in section 22.1b the vacancy may be filled by appointment by the National Council and a person so appointed shall hold office for the remainder of the term of his predecessor.

- 22.9** The members and officers of the National Advisory Council shall serve as such without remuneration, but the National Council may pay for any reasonable expenses incurred by them in the performance of their duties.
- 22.10** The National Advisory Council shall make an annual report to the President of the Congress on the affairs of the National Advisory Council and the President shall submit the report to the National Council and the National Assembly.
- 22.11** The National Advisory Council shall make such further reports to the President of the Congress as the President from time to time may require.
- 22.12** The National Advisory Council may, subject to the approval of the National Council, make such rules as are necessary for:
- (a) regulating its proceedings and generally for the conduct and management of its internal affairs;
 - (b) establishing committees and prescribing their composition, duties and responsibilities;
 - (c) any other matter necessary for carrying out the objects of the National Advisory Council.

Section 23 - Constitutional And Policy Conflicts

- 23.1** This Constitution shall govern the affairs of the Congress and, in the event of any conflict between this Constitution and any constitutional document of any of the Congress' Provincial Organizations, this Constitution shall prevail insofar as the national and international affairs of the Congress are concerned.
- 23.2** The policies and procedures of the Congress shall govern and regulate the internal operations, national and international affairs, and in the event of any conflict between the policies and procedures of the Congress and any policy or procedure of the Congress' Provincial Organizations, the policies and procedures of the Congress shall prevail.