

**PORTUGUESE CANADIAN NATIONAL CONGRESS /
CONGRÉS NATIONAL PORTUGAIS-CANADIEN**

BY-LAW No. 1

STATEMENT OF PRINCIPLE

WHEREAS the Portuguese Canadian Community believes in the fundamental importance of human rights, equality, justice, and social harmony, the Organization shall adopt and uphold policies and practices that ensure equality of opportunity and non-discrimination on the grounds of gender, race, creed, religion, political beliefs, sexual orientation, age, marital status or disability.

STATEMENT OF PURPOSE

1. The objects of the Organization are:
 - a. To provide members with a national forum and voice in all social and economic matters;
 - b. To assist in the promotion, development, maintenance and enhancement of Portuguese Canadian culture and communities;
 - c. To act as a consultative body to communities, governments, and institutions on matters relevant to Portuguese Canadians and society;
 - d. To encourage and assist Portuguese Canadians in participating fully in all aspects of Canadian society;
 - e. To facilitate the communication, collaboration and cooperation between communities;
 - f. To promote positive social and economic relationships between the people of Canada and Portugal; and
 - g. Other complimentary purposes not inconsistent with these objects.

HEAD OFFICE

2. Until changed in accordance with the *Canada Corporations Act*, the registered Head Office of the Organization shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario.

CORPORATE SEAL

3. The Corporate Seal will be in the form impressed in the margin hereof until changed by the Board of Directors. The Corporate Seal shall normally be kept at the Head Office.

FINANCIAL YEAR

4. The financial year will end on March 31st, unless otherwise ordered by the Board of Directors.

MEMBERSHIP

5. Membership in the Organization will be restricted to the following five categories and each applicant, with the exception of individual members and founding members, must file an application, which application must be accepted by the Board of Directors:

i. Individual Members:

All persons resident in Canada of Portuguese Descent may be Individual members. For the purpose of this by-law, Portuguese Descent shall be defined as a person born in Portugal or a territory formerly under Portuguese control, or of Portuguese ancestry, or married to a Portuguese Canadian.

Individual members have all the rights and privileges of membership, with the exception of receiving the mailings generated by the Organization.

ii. Individual Members (Contributing):

Individual members (Contributing) shall be the same as Individual members, with the exception that on the acceptance of the member's payment of \$5, or some other amount as determined from time to time by the Board of Directors, the member shall be entitled to receive mailings from the Organization.

iii. Founding Members:

The original founding members of the Organization shall be recognized by the Organization as permanent members. Founding members have all the rights and privileges of membership.

iv. Organizational Members:

Organizational members are associations, other collective entities or umbrella organizations. Organizational members must:

- a. Have been in existence for one year prior to their application for membership;
- b. Be a non-share public corporation or a non-profit voluntary association;

- c. Have an elected board of directors or officials;
- d. Have at least 50 active members;
- e. Have people of Portuguese-speaking heritage in its membership and board of directors;
- f. Have as a primary purpose the promotion, development or maintenance of Portuguese Canadian culture or socio-economic development.

Organizational members have all the rights and privileges of membership with the exception of voting and holding office.

v. Associate Members:

Associate members are individuals or organizations that are not eligible for membership in one of the other two categories. but support the purposes of the Organization. Associate members have all the rights and privileges of membership with the exception of voting and holding office.

6. Any member may withdraw from the Organization by delivering to the Organization a written resignation and delivering a copy of the same to the Board of Directors.

7. Any member may be required to resign by a vote of three quarters (3/4) of the members in attendance and eligible to vote at an Annual Biennial, Special or Local General Meeting.

MEMBERSHIP DUES

8. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

9. Any member who became a member of the Organization prior to the date this by-law comes into effect shall remain a member the Organization unless otherwise provided for in this bylaw.

REGIONS

10. For administrative purposes the Organization will be comprised of the following three regions:

a. Western Region:

The Western Region will include the following sub-regions: British Columbia, Alberta, Saskatchewan and Manitoba;

b. Central Region:

The Central Region will include the following sub-regions: the Greater Toronto Area, South Central Ontario, South Western Ontario, Northern Ontario and Eastern Ontario; and

c. Eastern Region:

The Eastern Region will include the following sub-regions: the Greater Montreal Area, the Greater Quebec City Area, Hull and Atlantic Canada.

LOCAL REPRESENTATION

11. The members within a municipal, or other local boundary, in which at least twenty-five member of the Organization reside shall have the right to elect two (2) local Delegates to represent that community in the Organization. One of the two local Delegates shall be a youth representative.

12. For the purposes of this by-law, "youth" shall be deemed as individuals who are twenty-six years of age or under.

REGIONAL AFFILIATES

13. In addition to the administrative regional structures set forth in Paragraph 10, regional and local affiliate organizations may be created as the members see fit to enhance the work of the national Organization and to facilitate local participation. The principles of the national Organization should inform the creation of such affiliates and structural changes introduced by the members to ensure their positive incorporation into the national body. The relationship of any affiliate and the Organization shall be determined by the Organization and the affiliate on a case by case basis.

BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

14. The Board of Directors will manage the business and affairs of the Organization.

15. The Board of Directors shall be composed of the following officers:

1. President (National);

2. Vice-President of Administration (National);

3. Six Regional Vice-Presidents, comprised of two Vice-Presidents representing each of the Western, Eastern and Central Regions, including one Youth Regional Vice President representing each Region;

4. Eight Directors from the Western Region comprised of two Directors representing each of the four Western sub-regions, including one Youth Director representing each sub-region;
5. Ten Directors from the Central Region, comprised of two Directors representing each of the five Central sub-regions, including one Youth Director representing each sub-region; and
6. Eight Directors from the Eastern region comprised of two Directors representing each of the four Eastern sub-regions including one Youth Director representing each sub-region.

The Board of Directors will thus be composed of thirty-four (34) Directors.

16. An Executive Committee will manage the day-to-day business and affairs of the Organization and will be comprised of the President, the Vice-President of Administration, and the six (6) Regional Vice-Presidents.
17. The quorum for either the Board or Executive Committee shall be a simple majority of the members thereof then in office.
18. The term of office shall be two (2) years.
19. The members represented by a given Delegate may by resolution at a Special Local Meeting remove any said Delegate from their office and the members may at the same Meeting elect another person to fill the vacancy so created. A resolution to remove a Delegate requires the approval of two thirds (2/3) of the members present and eligible to vote at a duly constituted Special Local Meeting.
20. The Delegates represented by a given Director may by resolution at a Special Sub-Regional Meeting remove any said Director from their office and may elect another person to fill the vacancy so created. A resolution to remove a Director requires the approval of two thirds (2/3) of the Delegates present at a duly constituted Special Sub-Regional Meeting.
21. The Delegates and Directors represented by a given Regional Vice-President may by resolution at a Special Regional Meeting remove any said Regional Vice-President from their office and may elect another person to fill the vacancy so created. A resolution to remove a Director requires the approval of two thirds (2/3) of those present and eligible to vote at a duly constituted Special Regional Meeting.
22. The Delegates, Directors and Regional Vice-Presidents represented by the Vice-President Administration and President may by resolution at a Special Meeting remove any said executive from their office and the Delegates, Directors and Regional Vice-Presidents may elect another person to fill the vacancy so created. A resolution to remove a Delegate requires the approval of two thirds (2/3) of the Delegates, Directors

and Regional Vice Presidents present and eligible, to vote at a duly constituted Special Meeting.

23. A Delegate, Director or Executive Committee member ceases to hold office when he/she dies, is removed from office or submits a letter of resignation to the President.

24. Delegates, Directors and Executive Committee members will not receive any remuneration for their services but may be compensated for their travel or other expenses as determined by the Board and ratified by the members.

25. Directors shall be individuals, 18 years of age, with power under law to contract.

26. The applicants named in the Letters Patent shall be the first Directors until the Biennial Meeting for members at which time Directors shall be elected to replace the provisional Directors named in the Letters Patent.

MEETINGS OF THE BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

27. Meetings of the Board or Executive Committee shall be held from time to time at such a place as determined by the President or the Board. Notice of meetings must be given no less than three weeks in advance.

28. The Board and Executive Committee must meet at least once during each calendar year.

29. Where all of the Directors consent, a Director may participate in a Board or Executive Committee meeting by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other.

OFFICER, DIRECTOR & DELEGATE RESPONSIBILITIES

30. The President shall be the chief executive officer of the Organization and will have other powers and duties as determined by the Board and the Executive Committee. The President will preside at all general meetings of the Organization, meetings of the Board and of the Executive Committee. The responsibility to preside may be delegated to any member of the Board or Executive Committee.

31. The Vice-President of Administration will have the following duties:

1. Responsibility for the financial management of the Organization;
2. Assuming the responsibilities of the President when required; and
3. Performing other duties as assigned by the Executive Committee or Board.

32. The Regional Vice-Presidents will have the following duties:

1. To promote the objectives of the Organization in their region;
 2. To assist in the implementation of projects and activities of the Organization;
 3. To assist in the formation of regional affiliates;
 4. To attend meetings of the Board and Executive Committee;
 5. To communicate and consult with the communities in the region in collaboration with the Regional Directors through such mechanisms as meetings, letters and other vehicles subject to time and resource constraints; and
 6. To assume other responsibilities as assigned by the Board or the Executive Committee.
33. The Regional Directors will have the following duties:
1. To promote the interests of the Organization in their community;
 2. To assist in the implementation of projects and activities;
 3. To attend meetings of the Board and regional meetings;
 4. To assume other responsibilities as assigned by the Board and the Executive Committee; and
 5. To assist in the creation of regional affiliates when and where feasible.
34. The local Delegates will have the following duties:
1. To promote the interests of the Organization in their community;
 2. To assist in the implementation of projects and activities;
 3. To attend region and local meetings;
 4. To assume other responsibilities as assigned by the Board and the Executive Committee;
 5. To assist in the creation of regional and local affiliates when and where feasible.

MEETINGS OF MEMBERS

35. A Biennial General Meeting of the members shall be held on or before March 31st in every two year cycle commencing on April 1, 1993. The agenda at the Biennial General Meeting will include the following:

1. Report of Activities;
2. Financial Statements and Report;
3. Elections Report;
4. Report of Regional and Local Affiliate Activities;
5. Plan and Policies for the Organization; and
6. Ratification of Actions or Decisions taken by the Executive Committee or Board.

36. An Annual General Meeting shall be held between Biennial General Meetings. The agenda for the Annual General Meeting will include the same items as the Biennial General meeting with the exception of the elections report.

37. The president may call a Special General Meeting with the concurrence of two thirds (2/3) of the Board or at the request of twenty (20) voting members. Six (6) weeks notice must be given for such Meetings.

38. Special Regional, Sub-regional or Local Meetings may be called by the Regional Vice-President of a given region at the request of ten (10) voting members within the given region, sub-region or local community. Four (4) weeks notice must be given for such Meetings.

39. The following rules will apply to all Meetings of the members:

1. The time and place in Canada of the Biennial, Annual, and Special General Meetings shall be set by the Board of Directors. The time and place in Canada of Special Regional, Sub-regional or Local Meetings shall be set by the Regional Vice-President who calls said Meeting;
2. Quorum at any Meeting of the members shall be (20) members eligible to vote, with the exception that quorum at Special Regional, Sub-regional or Local Meetings shall be ten (10) members eligible to vote within the given region, subregion or local community which is host to the Meeting;
3. Notice of the Biennial or Annual General Meeting must be given in writing to all members no less than (2) months in advance. Notice of any Meeting where special business shall be transacted shall contain enough information to permit a member to make a reasoned judgment on the decision to be taken;

4. Voting at member's Meetings shall be one vote per individual member (voting). Organizational and associate members may participate, but may not vote;
5. A majority vote shall determine issues at any member's Meeting, except where the *Canada Corporations Act* or this by-law otherwise provides; and
6. Members may vote at any member's Meeting in person, by proxy, or by submitting a mail ballot, except where the *Canada's Corporation Act* specifically requires otherwise.

ELECTIONS

40. The election process shall be administered by an Elections Committee composed of three members nominated and appointed by the Board of Directors.
41. The election process will consist of the following steps:
 1. Nomination of Candidates by written notice;
 2. Closing of Nominations; and
 3. Election by secret ballot, which may be submitted by proxy or by mail.
42. Each community within a municipal boundary in which at least twenty-five members of the Organization reside may elect up to two (2) local Delegates to represent said community. One local Delegate from each community shall be a youth representative. The quorum for an election of a Delegate shall be ten (10) members resident in the given community which the Delegate shall represent.
43. The duly elected Delegates in each sub-region listed above shall form a sub-regional caucuses and elect two (2) Regional Directors to represent each of the sub-regions in which the Delegates reside. Regional Directors need not be Delegates. One Regional Director from each sub-region shall be a youth Director.
44. The duly elected Regional Directors and Delegates in each of the three above listed regions shall form regional caucus and elect a Regional Vice-President to represent the region in which those Directors reside. Regional Vice-Presidents need not be Regional Directors nor Delegates.
45. Regional and sub-regional caucuses formed for the purpose of carrying out elections pursuant to this by-law shall use the electoral process set out herein.
46. The duly elected Delegates, Regional Directors, and Regional Vice-Presidents for each of the three above listed regions shall elect the national President and Vice-President Administration of the Organization. The President and Vice-President Administration need not be Delegates, Regional Directors, nor Regional Vice-Presidents.

47. The Delegates, Regional Directors, and Regional Vice-Presidents shall each have one vote in each of the above described elections in which they may participate.

AMENDMENTS TO BY-LAWS

48. The by-laws of the Organization not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present and entitled to vote at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of by-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister has been obtained.

DISSOLUTION

49. The Organization may be dissolved if it does not meet the purpose for which it was established. Dissolution will only occur when:

1. The dissolution action has been initiated by the President in consultation with the Board;
2. A motion to dissolve is put to a vote at a duly constituted General Meeting of the members;
3. Members are given two months prior notice of the motion to dissolve; and
4. The motion to dissolve receives the approval of three quarters (3/4) of the members present at a duly constituted General Meeting of the members.

AUDITORS

50. The members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Organization for report to the members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

EXECUTION OF DOCUMENTS

51. Contracts, documents or any instruments in writing requiring the signature of the Organization, shall be signed by any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Organization to sign specific contracts, documents and instruments in writing, and the power to appoint individuals,

whether or not officers, for banking purposes. The seal of the Organization, when required, may be affixed to contracts, documents, and instruments in writing and signed as aforesaid, or by any officer or officers appointed by resolution of the Board of Directors.