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February 4, 2016

**CANADIAN ZIONIST FEDERATION**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**CANADIAN ZIONIST FEDERATION**  
(the “Federation”)

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**GENERAL OPERATING BY-LAW NO. 1**

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

**CANADIAN ZIONIST FEDERATION**  
(the “Federation”)

**WHEREAS** the Federation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 8<sup>th</sup> day of April, 1971;

**AND WHEREAS** the Federation was issued a Certificate of Continuance and continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* on the 2<sup>nd</sup> day of May, 2014;

**NOW THEREFORE BE IT ENACTED** as a general operating By-law of the Federation to take effect in accordance with section SECTION X as follows:

**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In all By-laws and resolutions of the Federation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation.
- (c) “Board” means the board of directors of the Federation.
- (d) “By-laws” means this by-law and all other by-laws of the Federation as amended and which are, from time to time, in force and effect.
- (e) “Constituent Organization” means an affiliate organization that has been accepted as a Member pursuant to Article 3.01.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Federation and “Members” or “Membership” means the collective membership of the Federation.
- (h) “Officer” means an officer of the Federation.

- (i) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Proposal” means a proposal submitted by a Member of the Federation that meets the requirements of section 163 of the Act.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Representative(s)” means an authorized representative(s) of a Constituent Organization representing the Constituent Organization on the Board of Directors and at meetings of Members.
- (n) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (o) “World Zionist Congress” means the Congress held by the World Zionist Organization. ...

#### **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II FINANCIAL AND OTHER MATTERS**

#### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Federation shall be the 31<sup>st</sup> day of December in each year.

**2.02 Banking Arrangements**

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

**2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Federation to be a true copy thereof.

**2.04 Public Accountant and Level of Financial Review**

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

**2.05 Annual Financial Statements**

The Federation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Federation may give notice to the Members stating that such documents are available at the registered office of the Federation and any Member may request a copy free of charge at the registered office or by prepaid mail.

**2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Federation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III**  
**MEMBERS**

**3.01 Classes and Conditions of Membership**

Subject to the Articles, there shall be one (1) class of Members, being a Constituent Organization in the Federation. Membership in the Federation shall be subject to approval by the Board or as may otherwise be provided in the Operating Policies.

**3.02 Associates**

The Federation may approve categories of Associates as further described in the Federation's Operating Policies. Associates shall not be Members of the Federation and shall have no voting privileges in the Federation. Upon payment of the appropriate fee, Associates shall be accepted as Associates and have the privileges set out in the Operating Policies.

**3.03 Delegates**

Each Member shall notify the Federation in writing of the name of the individual(s) designated by the Member to act as its Representative and to vote on its behalf within thirty (30) days of becoming a Member. A Member may change its Representative(s) by written notice to the Federation, provided such notice is given at least fourteen (14) days in advance of any meeting of Members or the Board of Directors.

**3.04 Rights of Members**

Each Member of the Corporation shall have the right to receive notice of, attend, speak and vote at all meetings of Members. Each Member shall be entitled to the number of votes that is equal to the number of delegates the Member had at the last held World Zionist Congress or the number of persons the Member had at the last held World Zionist Congress, as the case may be. Members shall designate a Representative for each vote allotted to them.

**3.05 Termination of Membership**

Membership in the Federation is terminated when:

- (a) the Member dissolves;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;

- (d) the Member is removed as a Member of the Federation in accordance with section 3.06;
- (e) the Member's term of membership expires, if any; or
- (f) the Federation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

### **3.06 Membership Dues**

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within two (2) months of the membership renewal date, the Members in default shall thereupon cease to be Members of the Federation.

## **SECTION IV MEETINGS OF MEMBERS**

### **4.01 Annual Meetings**

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

### **4.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

#### **4.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### **4.05 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Where the Federation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Federation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Federation during a period of twenty- one (21) to sixty (60) days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Federation shall include any Proposal submitted to the Federation under section 4.12.

#### **4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**4.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

**4.08 Chair of the Meeting**

The chair of Members' meetings shall be the President or a Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members' Representatives who are present and entitled to vote at the meeting shall choose a Member Representative to chair the meeting.

**4.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be a majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means.

**4.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Federation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Federation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Federation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting

may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each Member voted.

**4.11 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

**4.12 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Federation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Federation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

**4.13 Resolution in Lieu of Meeting**

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Federation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

**SECTION V**  
**DIRECTORS**

**5.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Federation.

**5.02 Number of Directors**

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined pursuant to 5.04, as determined by the Board prior to the election of the Board.

**5.03 Qualifications**

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.

**5.04 Board Composition**

The Board shall be composed, of the following number of Directors and the Board shall set the number to elected prior to each election:

- (a) The number of Directors shall be the total number nominated from the Constituent Organizations (Representatives) that had elected delegates at the most recent World Zionist Congress, such that each Constituent Organization shall nominate an equal number of Directors as it had elected delegates at the most recent World Zionist Congress;
- (b) up to three (3) Directors nominated from the Constituent Organizations that had persons attending at the most recent World Zionist Congress; and
- (c) up to three (3) Directors-at-large nominated by the Board.
- (d) the Immediate Past President.

**5.05 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be selected by the Members, being their Representatives to the Federation, and the Members may replace their Representatives as Directors at their sole discretion.
- (b) The three Directors-at-large shall be nominated and elected by the Directors.
- (c) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members, subject to 5.05(a).

**5.06 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.07 or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

**5.07 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Federation or at the time specified in the resignation, whichever is later.

**5.08 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board for the Directors-at-large, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**5.09 Delegation**

Subject to the Act, the Board may appoint an Executive Committee, being the Officers of the Federation, and delegate to the Executive Committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

**5.10 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

**5.11 Conflict of Interest**

Every Director and Officer shall disclose to the Federation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Federation, in accordance with the manner and timing provided in section 141 of the Act.

**5.12 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**5.13 Indemnification**

The Federation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

**SECTION VI  
MEETINGS OF DIRECTORS**

**6.01 Calling of Meetings**

Meetings of the Board may be called by the President, a Vice-President or any two (2) Directors at any time.

**6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Federation or at any other place within or outside of Canada, as the Board may determine.

**6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section SECTION VIII of this By-law to every Director of the Federation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

**6.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with

each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**6.06 Quorum**

The total number resulting from adding the majority number of the Directors (Representatives) of each Constituent Organization Member that had two or more delegates to the last held World Zionist Congress constitutes a quorum of any meeting of the Board. Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**6.07 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the President by registered mail or delivers it to the registered office of the Federation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

**6.08 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the President by registered mail or delivers it to the registered office of the Federation.

**6.09 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VII  
OFFICERS**

**7.01 Appointment**

The Board may designate the offices of the Federation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Federation. A Director may be appointed to any office of the Federation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

**7.02 Description of Offices**

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

- (a) **President** – The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall supervise the day to day operations and administration of the Federation. The Board may delegate to the President the power to manage and direct the business and affairs of the Federation and to employ and discharge agents and employees of the Federation. The President shall conform to all lawful orders given by the Board of Directors of the Federation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Federation.
- (b) **Vice-President(s)** – There shall be up to four (4) Vice-Presidents appointed by the Board and each shall have such powers and duties as the Directors may specify.
- (c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Federation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and

members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Federation.

- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Federation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Federation.
- (e) **The Immediate Past President.**

The duties of all other Officers of the Federation shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.03 Term of Office**

Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **7.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Federation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Federation shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION VIII NOTICES**

### **8.01 Method of Giving Notices**

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Federation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Federation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **8.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **8.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Federation shall not be required to give any further notices to such Member until such Member informs the Federation in writing of his or her new address.

#### **8.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Federation has provided notice in accordance with the By-law or

any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**8.05 Waiver of Notice**

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION IX  
ARTICLES AND BY-LAWS**

**9.01 Amendment of Articles**

The Articles of the Federation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**9.02 By-law Confirmation**

The Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Federation without having the By-law, amendment or repeal confirmed by the Members by Ordinary Resolution. The By-law, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act.

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

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Federation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

**SECTION X**  
**EFFECTIVE DATE**

**10.01 Effective Date**

This By-law is effective upon approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Federation this \_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Federation this \_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Secretary



The Canadian Zionist Federation

LA FEDERATION SIONISTE CANADIENNE

הפדרציה הציונית הקנדה

## CONSTITUTION

7th November, 1993  
23rd Cheshvan, 5754

## ARTICLE 1

### 1.0 NAME

#### 1.1 The name of the Organization is:

The Canadian Zionist Federation  
La federation sioniste canadienne

hereinafter referred to as the "C. Z. F."

## ARTICLE 2

### 2.0 DEFINITIONS

- 2.1 CONSTITUENT MEMBERS: Constituent members are those members which are listed in Article 5 herein and those subsequently accepted as such by the National Executive subject to ratification by the Plenum.
- 2.2 DELEGATES: Delegates are those persons appointed by their Constituent Organization to vote at a National Convention.
- 2.3 REGIONS: Regions of the C. Z. F. are those as set out in paragraph 8.2 herein.
- 2.4 NATIONAL EXECUTIVE: The National Executive consists of those persons as set out in paragraph 10.4 herein and is responsible for the management and administration of the C. Z. F. between National Conventions.
- 2.5 OFFICERS COMMITTEE: The officers committee consists of those persons set out in paragraph 10.5 herein and is responsible for making decisions between meetings on behalf of the National Executive.
- 2.6 PLENUM: The Plenum consists of all the voting delegates at a National Convention.

- 2.7 **TRIBUNAL:** The Tribunal is the judicial body appointed by the National Executive to hear those matters within its mandate as set out in Article 13 herein.

### ARTICLE 3

#### 3.0 WORLD ZIONIST ORGANIZATION

- 3.1 The C. Z. F. is and shall be an affiliate of the World Zionist Organization and as such, the C. Z. F. shall be subject to the provisions of the constitution of the World Zionist Organization (hereinafter referred to as the "W. Z. O."), its By-Laws, programs and resolutions as they presently exist or as they may be amended from time to time by the World Zionist Organization and wherever the provisions herein conflict with those of the constitution of the W. Z. O. the said provisions of the C. Z. F. constitution shall prevail.
- 3.2 The C. Z. F. shall be the medium of communication between its constituents and the W. Z. O. and shall be the official agent of the W.Z.O. and its departments in Canada.

### ARTICLE 4

#### 4.0 AIMS AND OBJECTIVES

- 4.1 The aims and objectives of the C. Z. F. are:
- (a) to implement the Jerusalem Program of the 27th Zionist Congress, namely:
    - (i) to foster the unity of the Jewish People and the centrality of Israel in Jewish life;
    - (ii) to facilitate the in-gathering of the Jewish People in its historic homeland, Eretz Israel, through Aliya from all countries;

- (iii) to strengthen the State of Israel which is based on the prophetic vision of justice and peace;
- (iv) to preserve the identity of the Jewish People through the furtherance of Jewish, Hebrew and Zionist education and of Jewish spiritual and cultural values;
- (v) to protect Jewish rights everywhere:
- (b) to mobilize and direct the efforts of its constituent members towards the active support of and participation in the development of the State of Israel;
- (c) to assist in maintaining friendly relations between Canada and the State of Israel and to safeguard Israel's good name in Canadian public opinion;
- (d) to support the pursuit of national and regional policies which promote and enlarge the scope of Jewish culture in Canada and to disseminate Zionist ideals, objectives and attainments;
- (e) to promote and preserve the ideals of human dignity, freedom and the protection of individual rights;
- (f) to assist the constituent organizations of the C. Z. F. in the attainment of the above aims and objectives;
- (g) to act as a consultative and resource body to its constituent members.

## ARTICLE 5

### 5.0 MEMBERSHIP

5.1 The Constituent members of the C. Z. F. are:

Achdut Ha'avodah Poalei Zion  
Canadian Sephardi Federation  
Canadian Hadassah-WIZO Organization  
Confederation of United Zionists  
Eemunah Women of Canada  
Friends of Pioneering Israel  
Herut Hatzohar Movement of Canada  
ARZA ~~Kadima~~ - Canadian Council of Reform Zionists  
Labour Zionist Alliance of Canada  
Mercaz Canada  
Mizrachi Organization of Canada  
Na'amat Canada  
Zionist Organization of Canada

5.2 The membership affiliation of the Constituent members enumerated herein shall be subject to the conditions specified in paragraph 5.3 herein.

5.3 The C. Z. F. shall accept for affiliation, as a constituent member, any organization which makes application and:

- (a) affirms and adheres to the aims and objectives set forth in Article 4 herein;
- (b) meets the criteria set forth by the National Executive as to submission of its members' names and payment of fees;
- (c) encourages its members to fulfill their obligations towards the Keren Hayesod-United Israel Appeal, the U. J. A. and the Keren Kayemeth Le'Israel;
- (d) maintains a membership of no less than 300 individuals; and

(e) conducts Zionist activities in more than one region of the C. Z. F.

- 5.4 Zionist organizations which do not comply with the requirements specified in paragraph 5.3 (b) herein may join the C. Z. F. as Constituent Members upon approval by the National Executive and payment of a stipulated annual fee in lieu of per capita dues.
- 5.5 The National Executive may terminate the affiliation of a constituent member which no longer meets the requirements set forth in this article. This action may be appealed to the National Executive which shall review such termination within six months.
- 5.6 Individuals may join the C. Z. F. by both signing a membership application indicating their acceptance of the Jerusalem Program of the 27th Zionist Congress and paying the prescribed annual membership fee. Individual members; however, shall not be entitled to vote either at national conventions of the C. Z. F. or for delegates to the World Zionist Congress.

## ARTICLE 6

### 6.0 NATIONAL OFFICE AND FISCAL YEAR

- 6.1 The National Office of the C. Z. F. shall be in Canada, at such place as the National Executive of the Canadian Zionist Federation may determine, subject to confirmation by the subsequent National Convention.
- 6.2 The Fiscal year of the C. Z. F. shall end on the 31st day of December of each year unless amended by the National Convention.

## ARTICLE 7

### 7.0 DUES AND MEMBERSHIP ROSTERS

- 7.1 Each affiliated organization shall pay annually a fee in an amount as

determined by the National Executive from time to time, per individual member; and this payment (hereinafter referred to as "per capita dues") shall be due not later than six weeks after the end of each fiscal year.

- 7.2 Each organization shall submit, together with payment of per capita dues, an updated list of members, including names, addresses and phone numbers, on which basis per capita dues are being paid. Such lists shall not be disclosed to any other organization.
- 7.3 In the event that any constituent member fails to pay its dues as set out in paragraph 7.1 herein, such organization shall be automatically suspended from membership in the C. Z. F. and its voting rights shall be similarly suspended until such time as all then accumulated arrears together with a 20% surcharge on all such arrears on an annual basis are first paid.

## ARTICLE 8

### 8.0 REGIONS

- 8.1 The C. Z. F. shall maintain a structure in geographic regions to carry out functions and programs similar to those of the C. Z. F. National structure.
- 8.2 The Regions of the C. Z. F., as existing at the time of the adoption of this Constitution, are the following: Atlantic, Eastern, Central, Midwest, Western, and Pacific.
- 8.3 Changes in the regional structure and boundaries, including the establishment and elimination of regional offices, shall be under the jurisdiction of the National Executive, subject to confirmation by a 2/3 majority vote at the next National Convention.

## ARTICLE 9

### 9.0 CONVENTIONS

9.1 The Plenum of a National Convention of the C. Z. F. is the supreme legislative body of the C. Z. F.

9.2 National Conventions of the C. Z. F. shall be held every three years at such time and place as the National Executive shall determine. The interval between Conventions may be extended by not more than twelve months if deemed necessary by the National Executive.

9.3 The National Executive shall determine the number of accredited delegates to the Convention which shall be determined as follows:

(a) All affiliated organizations shall have an equal base number of delegates plus a variable number of additional delegates fixed in proportion to their membership. The base number as well as the key to the apportionment of the additional proportionate delegates shall be determined by the National Executive at least six months before the date of the Convention. The number of proportionate delegates shall be computed on the basis of the average number of members which were reported and for whom the appropriate per capita dues were paid by each affiliate during the period beginning with the year of the previous convention to the end of the last fiscal year prior to the following convention.

(b) Any constituent member or proposed constituent member which chooses to pay a fixed amount of dues per annum in lieu of per capita dues on the basis of its membership shall have the right to the same number of delegates in proportion to the dues paid, provided that it shall then only be entitled to the base number of delegates plus a variable number of additional delegates fixed in proportion to the dues paid.

- 9.4 All members of the National Executive who are not otherwise members of affiliated organizations shall nevertheless be voting delegates at National Conventions.
- 9.5 The method of appointing individual delegates shall be determined by each affiliated organization.
- 9.6 Voting rights shall be restricted to delegates 18 years of age and older.
- 9.7 Each constituent member shall be entitled to a number of accredited alternates equal to the number of its delegates. Alternates shall enjoy voting rights only in the absence of regular delegates. A number of accredited observers, as determined by the Convention Committee, shall be permitted to attend Convention.
- 9.8 The National Executive shall appoint a Convention Chairperson at least twelve months before a National Convention and in consultation with the Chairperson appoint the Chairpersons of the following Convention Committees and any other Convention Committee that in its judgment may be required:
- a) Arrangements and Hospitality
  - b) Constitution and Rules
  - c) Credentials
  - d) Nominations
  - e) Program
  - f) Publicity
  - g) Resolutions
- 9.9 The Constitution and Rules Committee shall be responsible for Convention rules and procedures.

## ARTICLE 10

- 10.0 NATIONAL EXECUTIVE
- 10.1 The management and administration of the C. Z. F. between National Conventions is vested in and exercised by a National Executive which is empowered to make all decisions setting the policies, activities, and administration of the C. Z. F.
- 10.2 The National Executive shall submit to the Convention a report of its activities since the last Convention for approval by the plenum.

- 10.3 The National Executive shall appoint auditors on an annual basis who will report on the finances of the C. Z. F.
- 10.4 The National Executive shall consist of the following:
- a) The National Officers elected by majority vote at the National Convention, namely:
    - (i) President
    - (ii) Three National Vice-Presidents
    - (iii) Secretary
    - (iv) Treasurer
  - b) Members ex officio, namely:
    - (i) the National Presidents of the Constituent Organizations; or in their absence, their designated alternates;
    - (ii) the Presidents of the C. Z. F. Regions; or in their absence, their designated alternates;
    - (iii) the Immediate National Past-President.
  - c) Up to 5 additional members to be appointed by the members of the National Executive herein above.
- 10.5 The Officers Committee shall consist of the following:
- (a) President
  - (b) Three National Vice-Presidents
  - (c) Secretary
  - (d) Treasurer
  - (e) Immediate National Past President
- 10.6 Employees of the W. Z. O., the C. Z. F., or its constituent members may not be elected or appointed to the National Executive.
- 10.7 National Executive members shall remain in office until their successors are elected at the subsequent National Convention. In the event of a challenge to an election the incumbent shall remain in office pending the decision of the Tribunal.

- 10.8 National Executive members shall not serve in the same office for more than two full terms. The National President of the C. Z. F. may not concurrently hold the position of Regional or National President of any of the constituent organizations of the C. Z. F.
- 10.9 From amongst the three National Vice-Presidents the National Executive shall choose one as chairperson.
- 10.10 Should a vacancy occur, for whatever reason, in any of the offices of the National Executive, except that of President, then a replacement shall be appointed by the National Executive by a simple majority. In the event that the President's office becomes vacant for whatever reason, the Chairperson of the Executive shall fill that position until the next Convention, and the President pro tem shall elect a new Chairperson from between the remaining two Vice-Presidents.
- 10.11 The National Executive shall convene at least twice per year.
- 10.12 The National Executive shall meet at such time and place as it may determine. A National Executive meeting may be convened by the President or by any five members of the National Executive. A written notice of the meeting shall be given to the members of the National Executive at least thirty days prior to the holding of the National Executive meeting accompanied by an agenda. The President shall have the right, in an emergency, to call a meeting of the National Executive with less than thirty days written notice, but at least 2/3 of those National Executive members present and voting at said meeting must ratify the failure to give thirty days notice as set forth above, failing which no decisions taken by the National Executive at that meeting shall be valid or binding.
- 10.13 The National Executive shall create committees, and appoint the Chairpersons thereof, required for the operation of the C. Z. F. These committees shall include the following:
- (a) Aliyah
  - (b) Budget and Finance
  - (c) Constitution and Legal
  - (d) Education and Programming
  - (e) Fundraising
  - (f) Hasbara/Information

- (g) Membership
- (h) Nominations
- (i) Personnel
- (j) Youth

- 10.14 The Officers' Committee shall be responsible for the necessary day to day administrative direction of the organization. The President shall be the Chairperson of this Committee.
- 10.15 The Officers' Committee shall be authorized to engage an Executive Director, subject to confirmation by the National Executive. The Executive Director shall be responsible for implementing the decisions, policies, and programs of the organization and shall act as overall supervisor of all national and regional staff as well as emissaries from W. Z. O. Departments.
- 10.16 The Officers' Committee shall be empowered to decide and act between meetings of the National Executive. All such decisions and actions must be reported to and ratified by the National Executive.

## ARTICLE 11

### 11.0 NOMINATIONS AND ELECTIONS

- 11.1 The National Executive shall appoint a Nomination Committee Chairperson not later than 90 days before a National Convention. The Chairperson shall appoint three other members of this Committee.
- 11.2 Additional members to the Nominating Committee shall be appointed in the following manner:
- (a) Each affiliated organization shall appoint one member.
  - (b) Affiliates with more than 10% of the total C. Z. F. membership shall appoint one additional member each.
- 11.3 The Nominating Committee shall submit a slate of candidates for elected offices to the National Executive not later than 45 days before the Convention.

- 11.4 No candidate for elected office shall be a member of the Nominations Committee.
- 11.5 The slate shall be published not later than 30 days before the Convention date.
- 11.6 Additional candidates may be nominated by Constituent organizations provided such nominations are made in writing to the Nominations Committee not later than 15 days before the Convention date.
- 11.7 Elections shall be held in the following manner:
- (a) If no nominations have been received in addition to the slate prepared by the Nominations Committee, the report of the Nominations Committee shall be tabled at a plenary session of the Convention and the candidates so nominated shall be declared elected by the Convention Chairperson.
  - (b) If additional nominations have been received, elections shall be held by printed ballot according to directions by the Convention Committee.
- 11.8 Officers and National Executive members shall be formally installed at the Convention.

## ARTICLE 12

### 12.0 BANKING AND FINANCE

- 12.1 The C. Z. F. shall open and maintain a bank account in its own name to enable it to further the purposes of the Organization.
- 12.2 Cheques, promissory notes, and all banking documentation shall be signed, endorsed and/or negotiated by any two of the following: National President, Chairperson of the National Executive, one National Vice-President, Treasurer or by any other officer co-opted by the National Executive to do so.

## ARTICLE 13

### 13.0 TRIBUNAL AND APPEAL

13.1 Members of the National or Regional Executives of the C. Z. F. or of the Executive Committees of National Constituent members shall not be members of the Tribunal.

13.2 The National Executive shall annually appoint five individuals who will constitute the Tribunal of the C. Z. F. They shall select a Chairperson from among themselves. Three members of the Tribunal shall constitute a quorum to hear and determine matters within its mandate as set out in paragraph 13.3 herein.

13.3 The Tribunal shall have the power to hear and decide all matters referred to it by:

(a) the National Executive with respect to

(i) the interpretation of this constitution

(ii) disputes

(iii) elections or appointments of delegates

(iv) admission to or expulsion from membership, and

(v) discipline of members

(b) any constituent member regarding disputes between it and any other constituent member or the National Executive.

13.4 Any matter that is to be decided by the Tribunal shall be set out in a written notice and served on the Chairperson of the Tribunal within 30 days of the date on which the facts arose which gave rise to such matter. The Tribunal shall hear such matter and render a decision in writing within 30 days of receipt of the written notice.

- 13.5 Any decision of the Tribunal may be reversed, modified or returned for a new hearing by the Plenum of a National Convention.

## ARTICLE 14

### 14.0 REGIONAL REGULATIONS

- 14.1 Regional affiliations may be granted to organizations which adopt the provisions of paragraph 4.1 (a) herein, whose membership consists of not less than 100 individuals and conduct Zionist activities in the region in which they apply for such affiliation.
- 14.2 Regional conferences or general meetings shall be held every two years. Regional officers shall be elected at a Regional conference or general meeting according to procedures as determined by the Regional Executive and approved by the National Executive. Regional officers may only serve in any given office for a maximum of two full terms.
- 14.3 Regional constituents shall name one person to the Regional Executive who shall have the same rights and privileges as an elected member of the Regional Executive. The constituent organizations shall have the right to replace their respective representative whenever they see fit.
- 14.4 The Regional Executive may grant any regionally constituted organization which no longer meets the membership requirements a period of up to 36 months to reorganize and conform to all membership requirements.
- 14.5 The Regional Executive shall be responsible for regional programs and for the implementation of national programs and policies within the Region.

## ARTICLE 15

### 15.0 WORLD ZIONIST CONGRESS

- 15.1 "Membership number" in this Article shall mean the average number of members over the period beginning with the first day of the year of the preceding World Zionist Congress and ending with the last day of the year before the forthcoming World Zionist Congress as determined by the membership lists of the constituent organizations together with all individual members.

- 15.2 The C. Z. F. shall apportion its assigned number of delegates to the World Zionist Congress (hereinafter referred to as "Congress") to its constituent organizations on the basis of a democratic election to be held not earlier than 180 days and not later than 90 days before the Congress.
- 15.3 Not later than 180 days before the Congress, the National Executive shall name the members and the chairperson of a Congress Elections Committee which shall conduct the elections according to the rules promulgated by the W. Z. O. as approved and interpreted by the National Executive of the C. Z. F. for any given Congress.
- 15.4 All members who have been named in the membership lists of the affiliated organizations or as individual members for the preceding year and for whom the required per capita dues or the "in lieu of" dues have been paid in the preceding year shall be entitled to vote in the aforesaid election.
- 15.5 As an alternative to election, the National Executive may instruct the Congress Election Committee to assign the members of the C. Z. F. delegation to the Congress on the basis of a consensual agreement on the part of the constituent organizations provided that such an agreement shall not be made if opposed by at least two constituent organizations and which comprise in aggregate at least 15% of the C. Z. F. membership.
- 15.6 The basis for such an agreement shall be the apportionment of delegates on the basis of the membership numbers of the constituent organizations.
- 15.7 The Election Committee may apportion delegates to member organizations on the basis of the average fees paid in lieu of per capita dues.

## ARTICLE 16

### 16.0 AMENDMENTS

- 16.1 This Constitution or any amendments thereto, may be amended by a vote of two thirds of the delegates present and voting at any duly constituted National Convention providing such amendment has been submitted to the Constitution Committee not later than sixty days prior to the opening date of the Convention and notification of such proposed amendment has been given to the constituent organizations not later than 30 days before the Convention.

## ARTICLE 17

### 17.0 RULES

- 17.1 Robert's Rules of Order shall govern the procedure at meetings in all instances where they are applicable and are not inconsistent with the provisions of this Constitution.
- 17.2 The Chairperson at meetings shall have the discretion to limit the amount of time a speaker is permitted to speak on a given topic to five minutes.
- 17.3 Unless otherwise provided, a quorum at a meeting of any body referred to in this Constitution represents one-third (to the nearest integer) of the number of individuals then eligible to take part in the deliberations of the body.
- 17.4 Unless otherwise provided herein decisions shall be determined by a majority vote, the Chairperson of the meeting shall not vote except in the event of a tie vote in which case the Chairperson shall then cast the deciding vote. Twenty percent of the members entitled to vote at any meeting shall be entitled to demand a vote by secret ballot.

## ARTICLE 18

### 18.0 FRENCH TRANSLATION

- 18.1 This Constitution shall be translated into the French language, after adoption, provided that in the event that there is any discrepancy between the English version and the French version, the English version shall prevail.

## ARTICLE 19

### 19.0 ADOPTION

- 19.1 This Constitution was adopted at a Convention of the C. Z. F. in Toronto, Ontario, on the seventh day of November, 1993, corresponding to the twenty-third day of Cheshvan, 5754.