

**BY-LAW NO. 1
IFEX
(THE “CORPORATION”)**

This By-law No. 1, is a by-law relating generally to the conduct of the affairs of the Corporation. The Corporation is hereafter referred to as “IFEX”.

GENERAL

1. DEFINITIONS

In this by-law and all other by-laws of IFEX, unless the context otherwise requires:

“Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“annual meeting” means an annual meeting of the members of the nature described in Article 12;

“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganisation, arrangement or revival of IFEX;

“by-laws” means this by-law and any other by-law of IFEX as amended and which are, from time to time, in force and effect;

“Council” means the Council members acting as authorized by the Act, the articles and the by-laws in managing or supervising the management of the activities and affairs of IFEX;

“Council member” means an individual who occupies the position of director within the meaning of the Act and in accordance with the by-laws;

“general meeting” means a meeting of the members of the nature described in Article 11;

“general member” means an organisation that is a member of IFEX having the qualifications and entitlements described in Article 6.B of this by-law;

“interim member” means a member of IFEX having the qualifications and entitlements described in Article 6.A of this by-law;

“meeting of members” means the annual meeting, the general meeting and any special general meeting, or any of them, as the context requires;

“members” means the general members and the interim members, or either of them, as the context requires and such other classes of members as may be set out from time to time in the articles;

“officer” means an individual who holds any one or more of the offices of Convenor (chairperson), Deputy Convenor or Treasurer;

“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Secretariat” means the Executive Director and staff of IFEX carrying out the daily operations of IFEX in

accordance with these by-laws and the policies, guidelines and practices of the Council and members;

“special general meeting” means a meeting of the members of the nature described in Article 13;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. PURPOSE AND VALUES

IFEX defends and promotes everyone’s right to freedom of expression and information.

IFEX upholds the following values in its relationships inside and outside the network:

- Democratic: equity in relations and exercise of power in its decision-making
- Member-driven: IFEX members define IFEX direction and priorities and are engaged in the implementation of its work
- Diverse: respect for the distinct social, political and cultural context of members of the IFEX network
- Collaborative: acknowledges the strength, impact and overall added value that result from members working together
- Accountable and Transparent: in all dealings with its stakeholders
- Respectful: All IFEX colleagues have a right to be treated respectfully in the network and likewise respect all network policies, decisions and commitments, including legal and financial responsibilities
- Equitable: integrating equality into IFEX policies, programmes and projects; we promote gender equity, regional equity and racial equity
- Non-discriminatory: the network does not discriminate on the basis of gender, race, nationality, sexual orientation, ethnic origin, religion or belief, disability, age or any other status

3. INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organisation.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

4. FINANCIAL YEAR

The financial year-end of IFEX shall be December 31st.

5. ANNUAL FINANCIAL STATEMENTS

IFEX will notify its members that the annual financial statements are available at the registered office of IFEX and any member may obtain a copy upon request.

MEMBERSHIP

6. MEMBERSHIP CONDITIONS

A. Interim Members

- i. **Composition** – The interim members at any time shall consist of those entities that are independent, non-profit, non-governmental organisations whose work focuses significantly on promoting freedom of expression, have the capacity to engage in the IFEX network, have paid to IFEX the annual membership fee then in effect and have been admitted to membership in IFEX in accordance with the by-laws.
- ii. **Admission** – The Council shall have the power to admit as interim members those entities that satisfy the qualifications for being interim members between biannual general meetings. An interim member cannot become a general member until they are admitted at a biannual general meeting.
- iii. **Rights and Privileges** – Interim members have the right to participate in the activities of IFEX, to receive the benefits and support of its world-wide network of free expression advocates, and be treated by IFEX staff, officers, and other member organisations in accordance with the values of these by-laws. In addition, as set out in the articles, interim members do not have the right to vote at meetings of members.

B. General Members

- i. **Composition** – The general members at any time shall consist of those entities that are independent, non-profit, non-governmental organisations with a focus on promoting freedom of expression, have the capacity to engage in the IFEX network, have paid IFEX the annual membership fee then in effect and have been admitted to membership in IFEX in accordance with the by-laws.
- ii. **Admission** – An entity seeking to become a general member must be approved by the general members at a general meeting. An entity seeking to become a general member must attend the general meeting at which its application will be considered, although the general meeting may, by a special resolution, waive this requirement.
- iii. **Rights and Privileges** – General members have the right to participate in the activities of IFEX, receive the benefits and support of the network, and be treated in accordance with the values of these by-laws. In addition, as set out in the articles, general members have the right to attend and vote at all meetings of members and each such general member shall be entitled to one vote at such meetings.

C. Continuing Membership Conditions

Members must meet the conditions of membership throughout their membership in IFEX.

D. Transitional – First Members of IFEX

- i. **First Members of IFEX** – All organisations that, on the date that this paragraph 6.d comes into effect, are members of the unincorporated entity operating under the name of “IFEX” shall, on that date, become members of the Corporation, and each such organization shall continue as a member of the Corporation until its membership ceases in accordance with the by-laws of IFEX.
- ii. **Effective Date of Paragraph 6d** – This paragraph 6d shall come into force and effect on the date that it is passed by the directors of IFEX (24 August 2015).

7. MEMBERSHIP FEES

Members must pay membership fees by 30 September of every year. If a member cannot pay its fees on time, the member must contact the IFEX Secretariat to request additional time for payment or submit a request to Council to waive the member’s fee for that year.

Members must have paid fees to be eligible to vote at any meeting of members.

8. MEMBERSHIP APPLICATION PROCESS

An organisation may apply for IFEX membership by completing an application form and submitting the completed form to the Secretariat.

The Council will review and consider the full application of an organisation. If the Council determines that an organisation does not meet the membership eligibility criteria, then the Council may reject the application outright. Otherwise, the Council shall make one of the following recommendations to the membership:

- to accept the organisation as an interim member or
- to defer consideration of the organisation’s application.

The members will be given at least one month to comment on the application. Unless at least one tenth of the IFEX membership objects to the recommendation, an applicant may be accepted as an interim member upon receiving a two-thirds affirmative vote of the Council. An interim member may be accepted as a General member upon receiving a fifty per cent plus one affirmative vote of the general members at a biannual general meeting.

9. MEMBERSHIP RESIGNATION

Members may withdraw from IFEX by delivering to the Secretariat a resignation in writing, which shall be effective at the time such written resignation is accepted by the Council, or at the time specified in the written resignation, whichever is earlier.

10. REMOVAL FROM MEMBERSHIP

If at any time a member is considered to no longer be meeting the conditions of membership as set out in Article 6, Council may conduct a review of the member. The process for conducting the review shall include giving the member in question an adequate opportunity to contribute to the review.

If the review determines that the member no longer meets the conditions of membership, then the Council may recommend the removal of the member from membership in IFEX.

The Council's recommendation must be circulated to the general members giving them at least one month to comment on the recommendation. If not more than ten per cent of the general members eligible to vote objects to the removal, the Council can remove the member from membership in IFEX by a special resolution. If 10 per cent of the general members eligible to vote objects to the recommendation of the Council to remove the member from membership in IFEX, then the member in question shall be suspended and the matter will be brought before the next general meeting. The member in question shall have the right to make representations at the general meeting at which the removal will be considered.

MEETINGS OF MEMBERS

11. GENERAL MEETING

At least once every two years, there shall be a general meeting at which the general members shall meet in person in order to:

- A. consider and vote on such other proposals related to policies pertaining to the activities or affairs of IFEX as are presented to the meeting for consideration;
- B. consider and vote on such by-laws, or amendments or repeals of by-laws, for the regulation of the activities or affairs of IFEX as are presented to the meeting for consideration;
- C. consider and vote on such applications for being admitted as general members of IFEX as are presented to the meeting for consideration.

12. ANNUAL MEETING

At every annual meeting:

- A. the annual financial statements of IFEX for the preceding financial year shall be presented to the general members; and
- B. the general members shall appoint the auditor for IFEX for the ensuing year.

The general members shall elect Council members at every second annual meeting held in person, which will also be a General Meeting as per these provisions.

The annual meeting shall be held once a year but no later than 6 months after the end of IFEX's preceding financial year.

13. SPECIAL GENERAL MEETING

A special general meeting may be held at any time by decision of the Council or on request from 30 per cent of

members.

14. RULES RELATING TO MEETINGS OF MEMBERS

- A. Notice** – Notice of the time and place of a meeting of members shall be given by telephonic, electronic or other communication facility to each member entitled to be at the meeting 21 to 35 days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to the by-laws of IFEX to change the manner of giving notice to members entitled to vote at a meeting of members.

- B. Persons Entitled to Attend Meetings of Members** – The only persons entitled to attend meetings of members shall be the general and interim members, the Council members, the auditor of IFEX and any other person or persons who are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person or persons may be admitted only on the invitation of the chair of the meeting or with the consent of the members entitled to vote at the meeting.

C. Place of Meetings of Members

- i. Council shall give all members entitled to attend meetings of members (and adjournment) notice of the location, and a member to whom such notice is sent shall be deemed to have agreed to such location unless, no later than 15 calendar days following the sending of the notice, the member send a written notice of its disagreement to the Secretariat.
- ii. Meetings of members may also be held entirely by means of such telephonic, electronic or other communication facilities as set out in Article 24.

D. Quorum – Quorum for the conduct of business at a meeting of members shall be as follows:

- i. in the case of either a general meeting or a special general meeting, fifty per cent of the general members entitled to vote at the meeting;
- ii. in the case of an annual meeting:
 - a. except for the election of Council members, the Convenor and the Deputy Convenor, seven general members entitled to vote at the meeting;
 - b. for the election of Council members, the Convenor and the Deputy Convenor, fifty per cent of the general members entitled to vote at the meeting.

E. Chairperson of the Meetings of Members

The Convenor (or in her or his absence the Deputy Convenor) shall chair any meeting. In the event that the Convenor and Deputy Convenor are absent, the members who are present and entitled to vote at the meeting shall choose from among the representatives of members in attendance a person to chair the meeting.

15. VOTES TO GOVERN AT MEETINGS OF MEMBERS

At any meeting of members every question shall be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of telephonic or

electronic voting, the motion shall be defeated.

There shall be no proxy or absentee voting at meetings of members. For greater certainty, IFEX shall recognize any individual authorized by a member to represent the member at meetings and each member organisation shall have one vote.

Any proposal to make, amend or repeal by-laws of IFEX shall be proposed and circulated not less than 45 days before the general meeting at which the proposed by-law or proposed amendment or repeal is to be considered. An exception to this prior notice provision may be made at the general meeting by the unanimous vote of those present and voting.

16. MINUTES OF MEETINGS OF MEMBERS

The minutes of the meeting should be signed by the Convenor and kept in the office of IFEX and sent to any member on request.

COUNCIL

17. COMPOSITION OF COUNCIL

The Council shall be composed of minimum of eight and maximum of thirteen Council members as provided for in the articles.

18. POWERS OF COUNCIL

The Council supervises the management of the activities and affairs of IFEX. Each Council member shall exercise a single vote.

The Council may, in order to implement its decisions, from time to time appoint one or more committees and designate their term of service and their powers. Any committee member may be removed by resolution of the Council.

19. ELECTION AND TERM OF COUNCIL MEMBERS

The Council members shall be elected at each annual meeting at which an election of 13 Council members is required, and shall hold office for a term expiring at the close of the second annual meeting following the election. If an election is not held at the proper time, then incumbent Council members shall continue in office until their successors are elected.

To be eligible for election:

- Any candidate must serve in a personal capacity;
- Any candidate must be nominated by her or his own organisation and her or his organisation must be a

member;

- An organisation can only put forward one candidate;
- Any candidate's nomination must be endorsed by a member other than her or his organisation;
- Any candidate must be from an organisation that has been a member for at least two years;
- Any candidate must be present at the meeting in order to make a presentation for their candidacy;

The Council shall appoint a person to act as returning officer to conduct the election of Council members in accordance with the following:

- The election shall be by secret ballot;
- Those candidates receiving the most votes from the membership will fill the number of vacancies available each term;
- In case of a tie, or ties, for the last position(s) there will be a runoff.

If otherwise qualified, Council members are eligible to serve three consecutive terms. The conditions of three consecutive terms shall also apply to the nominating general member. After stepping down for one term, a person may run again for election to Council.

A Council member shall automatically cease to hold the office of, Council member, if:

- she or he misses two consecutive meetings (unless Council decides otherwise after taking into account all the circumstances of those absences);
- she or he is no longer affiliated with her or his original endorsing member organisation; or
- her or his original endorsing member organisation ceases to be a member of IFEX.

In the event that any member of Council dies, resigns or is removed from office, the Council may appoint a replacement for the remainder of their term.

20. MEETINGS OF THE COUNCIL

The Council shall meet in person on at least three occasions (subject to available funding) between general meetings. Further meetings may be held by telephonic or electronic means.

Meetings shall be convened by the Convenor (or in her or his absence, the Deputy Convenor) by giving at least 28 days written notice to all Council members.

A majority of the Council members may request in writing that the Convenor convene a meeting of the Council. Such a meeting shall be convened within 35 days of the request being received.



At all meetings of the Council, except as provided elsewhere in these by-laws, every question shall be decided by a majority of the votes cast on the question.

The quorum of any meeting of Council shall be 50 percent plus one of Council.

If all of the Council members present at or participating in the meeting consent, a meeting of the Council may be held by such telephonic, electronic or other communication facilities. A Council member participating in the meeting by those means will be deemed to be present at the meeting.

The minutes of the meetings should be signed by the Convenor or such other person as the Council may by resolution appoint, and the minutes of all meetings shall be kept in the office of IFEX and sent to any member on request.

OFFICERS

21. COMPOSITION OF OFFICERS

The officers of IFEX shall be the Convenor, Deputy Convenor and Treasurer.

Unless otherwise specified by the Council, the officers of IFEX, shall have the following duties and powers associated with their positions:

Convenor: The Convenor shall be elected by the general members at each annual meeting at which an election of Council members is required, and the Convenor shall be elected from those Council members elected at the annual meeting. The Convenor shall hold office for a term expiring at the close of the second annual meeting following the election. The Convenor shall chair all meetings of IFEX and of the Council, has the power to convene meetings of any IFEX standing committee, and shall ensure the implementation and follow-up of Council decisions.

Deputy Convenor: The Deputy Convenor shall be elected by the general members at each annual meeting at which an election of Council members is required, and the Deputy Convenor shall be elected from those Council members elected at the annual meeting. The Deputy Convenor shall hold office for a term expiring at the close of the second annual meeting following the election. The Deputy Convenor shall carry out the Convenor's duties in her or his absence.

Treasurer: The Council shall appoint one member from among its number to be Treasurer. The Treasurer shall oversee the management and reporting of IFEX's finances.

INDEMNITIES TO COUNCIL MEMBERS AND OTHERS

22. INDEMNITY

Subject to the limitations contained in the Act, but without limiting the right of IFEX to indemnify any individual to the fullest extent permitted by law, every present and former Council member and officer of IFEX shall from time to time and at all times, be indemnified by IFEX from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with IFEX, provided that the individual to be indemnified:

- A. acted honestly and in good faith with a view to the best interests of IFEX; and
- B. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

IFEX may advance money to a Council member or an officer for the costs, charges and expenses of a proceeding referred to in the immediately preceding paragraph. The individual shall repay the money if the individual does not fulfill the conditions of the immediately preceding paragraph.

23. INSURANCE

IFEX may purchase and maintain insurance for the benefit of a Council member or officer against any liability incurred by the individual in the individual's capacity as a Council member or an officer of IFEX.

MEETINGS – ELECTRONIC PARTICIPATION

24. ELECTRONIC PARTICIPATION IN MEETINGS

- A. IFEX may make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members or a meeting of Council. Any person entitled to attend such meeting may participate in the meeting and anyone entitled to vote at that meeting may vote by such means. A person participating in a meeting by such means is deemed to be present at the meeting.
- B. A meeting of members may be held entirely by means of such telephonic, electronic or other communication facilities and IFEX will provide a system that:
 - i. enables the votes to be gathered in a manner that permits their subsequent verification; and
 - ii. permits the tallied votes to be presented to IFEX without it being possible for IFEX to identify how each member voted when necessary.

BY-LAWS

25. MAKING, AMENDING AND REPEALING BY-LAWS

The power to make, amend and repeal by-laws of IFEX is reserved to the general members entitled to vote at a meeting of members. The making, amendment or repeal of by-laws shall be considered only at general meetings or a special general meeting called for such a purpose. The by-law, amendment or repeal is effective from the date of the general meeting or the special general meeting, as the case may be, at which it is confirmed (with or without amendment). For greater certainty, except for paragraph 6.c. of this By-law No. 1, which shall come into effect as of the date that it is passed by the directors of IFEX, this By-law No. 1 shall be effective from the date when it is confirmed (with or without amendment) by the members.

EXECUTIVE DIRECTOR

26. ROLE OF EXECUTIVE DIRECTOR

The Executive Director has the right to attend and speak at all meetings of members, meetings of the Council and other meetings of IFEX but shall have no right to vote.

The Executive Director shall be responsible for the day-to-day operations necessary to implement all decisions taken by the Council, and shall provide the Council members, or any one of them, all information they may require regarding the affairs of IFEX. The Executive Director shall report on the activities of IFEX to each meeting of Council.

The Executive Director may hire employees or engage consultants for day-to-day affairs of IFEX. Recruitment, promotion and discharge of employees are within their powers.

The undersigned authorized signing officers of IFEX (the **Corporation**) hereby certify that the foregoing is a true copy of By-law No.1 of the Corporation, as amended by By-law No. 2, and that the said by-law has not been rescinded or further amended or otherwise varied, and is now in full force and effect as of the date hereof.

DATED this 10 day of March 2015.



Name: Omar Rábago Vital

Title: Convenor



Name: Wesley Gibbings

Title: Treasurer