

SCHEDULE 1

A. LETTERS PATENT OF INCORPORATION

CANADA

By the Honourable Ellen Louks Fairclough,
Secretary of State of Canada

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

WHEREAS, in and by Part II of Chapter 53 of the Revised Statutes of Canada, 1952, known as the Companies Act, it is amongst other things, in effect enacted that the Secretary of State of Canada may by letters patent under his seal of office grant a charter to any number of persons not less than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, in more than one (1) province of Canada, without pecuniary gain to its members, objects of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefor establishing to the satisfaction of the Secretary of State of Canada due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND WHEREAS IVAN CLEVELAND RAND, a Judge of the Supreme Court of Canada, JOSEPH THORARINN THORSON, President of the Exchequer Court of Canada, ERNEST GORDON GOWLING, CUTHBERT AIDAN SCOTT and ALBERT BENJAMIN RUTTER LAWRENCE, Barristers-at-law, and ARTHUR LLOYD FOOTE, Professor of Law, all of the City of Ottawa, in the Province of Ontario, and ALEXANDER TACHE, of the City of Hull, in the Province of Quebec, a Judge of the Magistrates' Courts of Quebec, have made application for a charter under the said Act, constituting them and such others as may become members in the corporation thereby created a body corporate and politic under the name of

INTERNATIONAL COMMISSION OF JURISTS (CANADIAN SECTION)

for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent, and have filed in the Department of the Secretary of State a duplicate of the memorandum of agreement executed by the said applicants in conformity with the provisions of the said Act;

NOW KNOW YE that I, ELLEN LOUKS FAIRCLOUGH, Secretary of State of Canada, under the authority of the said Act, do, by these letters patent, constitute the said IVAN CLEVELAND RAND, JOSEPH THORARINN THORSON, ERNEST GORDON GOWLING, CUTHBERT AIDAN SCOTT, ALBERT BENJAMIN RUTTER LAWRENCE, ARTHUR LLOYD FOOTE and ALEXANDRE TACHE, and all others who may become members in the Corporation a body corporate and politic without share capital under the name of

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with all the rights and powers conferred by the said Act, and for the following purposes and objects, namely:-

- (a) to assist in the maintenance of the highest standards of the administration of justice and the preservation of freedom and the fundamental liberties of the individual;
- (b) to expose and denounce violations of justice and freedom wherever they occur and give advice and encouragement to those to whom justice and freedom have been denied;
- (c) to ensure that the fundamental freedoms of discussion of public affairs by the press and individuals, of association and assembly and of elections shall not be violated;
- (d) to ensure that the state and every person in it shall be subject to the rule of law;
- (e) to ensure that every accused person shall have the right to a fair trial;
- (f) to ensure the independence of the judiciary of Canada in the administration of the rule of law;
- (g) to unite the lawyers of Canada in the maintenance of the principles of justice and freedom under the rule of law;
- (h) to co-operate with persons and bodies whose aims and objects are similar;
- (i) to receive gifts, donations, bequests and endowments of any kind.

The operations of the Corporation may be carried on throughout Canada and elsewhere.

The head office of the Corporation will be situate at the City of Ottawa, in the Province of Ontario.

The said IVAN CLEVELAND RAND, JOSEPH THORARINN THORSON, ERNEST GORDON GOWLING, CUTHBERT AIDAN SCOTT, ALBERT BENJAMIN RUTTER LAWRENCE, ARTHUR LLOYD FOOTE and ALEXANDER TACHE are to be the first directors of the Corporation.

And it is hereby ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, and
- (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my seal of office at Ottawa this twenty-eighth day of February, one thousand nine hundred and fifty-eight.

(s e a l)

(Sgd.) G. Alex Cattanach
For the Secretary of State

Schedule 1

B. MEMORANDUM OF AGREEMENT AND BY-LAWS

1. We, the undersigned, do hereby severally covenant and agree each with the other and each of them to become incorporated under the provisions of Part II of the Companies Act as a corporation without share capital under the name of International Commission of Jurists (Canadian Section) or such other name as the Secretary of State may give to the corporation, for the purpose of carrying on in more than one province of Canada, without pecuniary gain to its members the objects following:
 - (a) To assist in the maintenance of the highest standards of the administration of justice and the preservation of freedom and the fundamental liberties of the individual.
 - (b) To expose and denounce violations of justice and freedom wherever they occur and give advice and encouragement to those to whom justice and freedom have been denied.
 - (c) To ensure that the fundamental freedoms of discussion of public affairs by the press and individuals, of association and assembly and of elections shall not be violated.
 - (d) To ensure that the State and every person in it shall be subject to the Rule of Law.
 - (e) To ensure that every accused person shall have the right to a fair trial.
 - (f) To ensure the independence of the judiciary of Canada in the administration of the Rule of Law.
 - (g) To unite the lawyers of Canada in the maintenance of the principles of justice and freedom under the Rule of Law.
 - (h) to cooperate with persons and bodies whose aims and objects are similar, and
 - (i) to receive gifts, donations, bequests and endowments of any kind.
2. We, the undersigned, do further severally covenant and agree each with the other and each of them that the corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the corporation shall be used in promoting its objects.
3. The subscribers hereto shall be the first members of the corporation and the corporation shall consist of the subscribers and of those who shall hereafter duly become members of the corporation in accordance with the by-laws from time to time in force.

4. The first directors of the corporation shall be as set out in the petition herein.
5. The following shall be the by-laws of the corporation:

Membership

1. (a) There shall be five classes of membership, namely, individual, corporate and associate, sustaining and honorary.
- (b) Any person who is a barrister, advocate, solicitor, notary, law student, law teacher or who holds or has held a judicial office shall be eligible for individual membership.
- (c) Any firm, partnership or other association consisting of persons thus eligible shall be eligible for corporate membership without prejudice to the individual membership of any member thereof.
- (d) Any person, firm, partnership, association or corporation not thus eligible who subscribes to the objects of the corporation may apply for admission as an associate member.
- (e) Any member may become a sustaining member by paying the additional fee determined by the Council for sustaining members.
- (f) Any person who has made an exceptional contribution to the purposes and objects of the corporation may be recognized by the Council as an honorary member.

Admission of Members

2. The Executive Committee shall have absolute discretion to admit or refuse to admit any person or body to any category of membership, other than honorary member.

Resignation of Members

3. Any member may resign upon the expiration of one month's notice in writing to the Secretary.

Expulsion of Members

4. The Council shall have power to expel any member but any decision by the Council to expel a member must be ratified by a majority of the members present at the next annual meeting thereafter at which the member concerned shall have the right to address such meeting.

Membership Fees

5. (a) Every member except an honorary member shall pay an annual membership fee at such rates as the Council may from time to time determine which shall be paid with the application for membership and thereafter fall due on the commencement of each fiscal year.
- (b) If any member shall fail to pay the same six months after it has fallen due the Executive Committee may cancel the membership of such member without prejudice to the members right to apply for readmission, subject to any conditions the Executive may impose.
- (c) The Council may establish membership fees for law students and for lawyers recently called to the bar that are less than the membership fees for other individual members.
- (d) The Council may establish membership fees for sustaining members that are greater than the membership fees for other members.

The Council

6. (a) The general direction and guidance of the corporation shall be vested in the Council which shall, except as otherwise provided in these by-laws, have the powers of directors.
- (b) The Council shall consist of not less than fifteen nor more than fifty individual members appointed or elected as provided in these by-laws and ex-officio such individual member as may be a member of the International Commission of Jurists.

Election of Council

7. (a) Members of the Council shall be elected at an annual general meeting for a period of three years and shall be eligible for re-election.
- (b) Any individual member shall be eligible for election to the Council upon being nominated by any other individual member or by a corporate member, provided that such nominations shall be submitted to the President not less than thirty days before the annual general meeting.
- (c) In the event of there being more nominations than vacancies the Chairman of the annual general meeting shall conduct a poll by secret ballot.
- (d) Any other vacancy occurring between two annual meetings shall be filled by the President and the member appointed to fill such vacancy shall serve for the remainder of the period for which his predecessor had been appointed or elected.

Meetings of the Council

8. (a) The Council shall meet at the call of the President so often as may be required for the transaction of business and at least once a year.
- (b) The meeting of the Council shall be at such time and place as the President shall, on reasonable notice, appoint.
- (c) The quorum of the Council shall be four.

Remuneration

9. Except as otherwise provided in these by-laws, the members of the Council shall serve without remuneration.

Officers and Executive Committee

10. (a) The Council shall elect from among its members, the following officers to serve as members of the Executive Committee for a period of one year and be eligible for re-election:
 - (i) A President;
 - (ii) A Vice-President;
 - (iii) A Secretary-Treasurer;
 - (iv) Five Regional Vice-Presidents, respectively, from British Columbia, the Prairie Region, Ontario, Quebec and the Atlantic Region.

The immediate past President shall also be a member of the Executive Committee.

- (b) The President shall be the chief executive officer of the corporation and shall have the power annually to appoint additional members of the corporation to the Executive Committee or to fulfill other delegated responsibilities and the President shall report to the annual general meeting.
- (c) The President shall take the chair at the annual general meeting or at any special meeting, at all meetings of the Council and at all meetings of the Executive Committee.
- (d) In the absence of the President, the Vice-President or one of the Regional Vice-Presidents nominated by the President shall act on his or her behalf.
- (e) The Executive Committee shall be responsible for the management of the corporation, and shall be entitled to employ, or otherwise engage such persons as it may require to assist in carrying out the corporation's activities.

Meetings

11. (a) The annual general meeting shall be held at such time and place as the Executive Committee shall determine and shall be convened by giving each member at least four weeks notice thereof in writing.
- (b) Upon the requisition in writing of not less than ten individual or corporate members the President shall direct the convening of a special general meeting by giving each member at least three weeks notice thereof in writing.
- (c) The Council may at any time direct the convening of a special general meeting upon the same notice.
- (d) At any annual general meeting or special general meeting the quorum shall be ten individual or corporate members, the latter being present through their representatives authorized thereto in writing addressed to the Secretary.

Voting

12. (a) All individual members and the representatives of corporate members shall have the right to attend and speak at any annual or special general meeting and to vote thereat except that associate members shall not have the right to vote.
- (b) At any annual or special general meeting each individual member shall have one vote and each corporate member two votes.
- (c) If any individual or corporate member so requests the Chairman shall conduct a poll by secret ballot but in the absence of such request and except as otherwise provided in these by-laws polls shall be taken by a show of hands.

Rules

13. The Council shall have power to make, amend and repeal rules and standing orders for the management of business and the conduct of meetings.

Payment of Funds

14. The Council shall have power in its discretion to pay out of the funds of the corporation from time to time such sums of money as it shall deem fit to the International Commission of Jurists.

Accounts

15. (a) The financial year shall end on the last day of June in each year.
- (b) The Treasurer shall present to the Council within two months from the end of the fiscal year duly audited accounts.
- (c) The Treasurer shall report to the annual general meeting the state of the corporation's financial affairs as at the end of the fiscal year immediately prior to the date of such meeting.
- (d) The Council shall appoint auditors who shall serve until the first annual general meeting and thereupon the auditors shall be appointed at each annual general meeting and shall be eligible for reappointment.

Seal

16. The seal of the Corporation shall have the words International Commission of Jurists (Canadian Section) endorsed thereon and shall be kept in the custody of the corporation.

Documents

17. (a) Any document requiring the seal of the corporation shall be attested by the signatures of the President or Vice-President and such other person as the Executive Committee may from time to time designate for the purpose.
- (b) Bills of exchange, promissory notes, cheques, and other negotiable instruments to be drawn or endorsed by the corporation shall be sufficiently signed on behalf of the corporation when signed by such persons as the Executive Committee shall by resolution determine from time to time.
- (c) The Executive Committee may determine from time to time who may sign other documents for the corporation.

Resolutions

18. (a) Any member desirous of submitting a resolution may do so by sending it in writing to the corporation at least four weeks before the date of any annual or special general meeting.
- (b) The Executive Committee shall circulate to the members an agenda including any resolutions duly submitted by members together with any resolutions submitted by Council or Executive Committee at least four weeks before the date of the meeting.
- (c) Such agenda shall contain all the items of business to be transacted at the meeting.

Amendment of By-Laws

19. These by-laws may be repealed or amended at an annual or special general meeting provided that the terms of the proposed repeal or amendment have been included in the agenda circulated to the members and that two-thirds of the members present and entitled to vote at such meeting approve such repeal or amendment and provided further that the repeal or amendment of a by-law shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

Dissolution

20. (a) The corporation may be dissolved at an annual general meeting by a three-quarters majority of the members present and entitled to vote at such meeting provided that notice of the intention to dissolve has been included in the agenda for the meeting.
- (b) In the event of an annual general meeting so deciding the Executive Committee shall stand possessed of the property of the corporation in trust for the International Commission of Jurists or for such other charitable organization as the annual meeting may have determined.

In witness whereof we have hereto set out hands and affixed our seals.