



United Nations
Educational, Scientific and
Cultural Organization

Organisation
des Nations Unies
pour l'éducation,
la science et la culture



CANADIAN
COMMISSION
FOR UNESCO

COMMISSION
CANADIENNE
POUR L'UNESCO

Canadian Commission for UNESCO

Constitution and By-Laws

Constitution and By-laws for the general conduct and management of the activities and affairs
of the **Canadian Commission for UNESCO**

CONSTITUTION AND BY-LAWS
Canadian Commission for UNESCO

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Constitution

ARTICLE 1 PREAMBLE

The United Nations Educational, Scientific and Cultural Organization (UNESCO), one of the eighteen specialized agencies of the United Nations system, was established in London, England on 16 November 1945. Canada was one of the twenty-six founding members.

UNESCO headquarters are situated in Paris, France. It is comprised of more than 190 Member States and has regional and liaison offices in a number of countries. Global Affairs Canada represents the Government of Canada at UNESCO through its Permanent Delegation headed by an Ambassador. The General Conference, the sovereign body of UNESCO, consists of representatives of all Member States. It meets every two years to determine the policies and adopt the Organization's program and budget. Between sessions of the General Conference, UNESCO is administered by the Executive Board of UNESCO, which consists of fifty-eight elected members.

Achievement of the ideals and objectives of UNESCO demands co-operation on the widest possible scale within Member States. With this in view, the founding members invited Member States to establish National Commissions by stipulating in the Constitution (Article VII) that: "Each Member State shall make such arrangements as suit its particular conditions for the purpose of associating its principal bodies interested in educational, scientific and cultural matters with the work of the Organization, preferably by the formation of a National Commission broadly representative of the Government and such bodies." UNESCO is the only organization in the United Nations system that has National Commissions.

National Commissions are therefore the creation of Member States and their status derives from a legislative or executive instrument. The Canadian Commission for UNESCO was established by Order in Council (Privy Council 1957-831) on 14 June 1957 (which was updated by Order in Council P.C. 2006-601), in conformity with UNESCO's Constitution and pursuant to the *Canada Council Act* adopted on 28 March 1957. Section 8(2) of this Act provides that: "The Governor in Council may assign to the Council such functions and duties in relation to the United Nations Educational, Scientific and Cultural Organization as he considers desirable." The Canadian Commission for UNESCO has accordingly been established within the legal authority of the Canada Council for the Arts, which provides its Secretariat.

Although the particular status and structure are left to each country to decide, National Commissions serve common purposes and functions. These advisory, liaison, information and executive roles are outlined in the Charter of National Commissions for UNESCO approved by the twentieth session of the UNESCO General Conference in 1978.

In carrying out its purposes and functions, the Canadian Commission for UNESCO makes every effort to include in its membership a balanced representation of gender, official languages, regions, cultural diversity, Indigenous Peoples, persons with disabilities, as well as all other factors that reflect Canada's cultural and socio-economic diversity.

The Canadian Commission for UNESCO's first Constitution and By-laws were adopted at its inaugural meeting held on 5 and 6 February 1958. They have been amended several times since then. The previous version was adopted by the Commission's 42nd Annual General Meeting on March 24, 2002 and approved by the Canada Council for the Arts on August 31, 2002. The Constitution was further amended and adopted by the Commission on November 16, 2006, and approved by the Canada Council for the Arts on December 19, 2006, pursuant to the provisions of Order in Council 2006-0601 of June 23, 2006. Additional revisions were approved by the Canada Council for the Arts, in consultation with the Executive Committee, on October 6, 2015. This new revised version will be approved by the Canada Council for the Arts, on 6 October 2018.

ARTICLE 2 AUTHORITY AND OFFICIAL DESIGNATION

2.1 Authority.

- (a) The establishment by the Canada Council for the Arts of a National Commission for UNESCO in conformity with Article VII of the Constitution of the United Nations Educational, Scientific and Cultural Organization (UNESCO), and the Order in Council (Privy Council 1957-831; Privy Council 2006-601) enacted by the Governor in Council pursuant to subsection 8(2) of the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2, is hereby confirmed.
- (b) The purpose of UNESCO, as well as that of the other specialized agencies of the United Nations, is to contribute to the achievement of peace in the world. The preamble of UNESCO's Constitution reminds all Member States that in order to secure the unanimous and lasting support of the peoples of the world, peace must be founded in the intellectual and moral solidarity of humankind. It is with this objective in mind that UNESCO nurtures cooperation among the peoples of the world in the areas of education, science and culture. Under the general authority of the Canada Council, the functions of the Canadian Commission for UNESCO are in conformity with those outlined in the Charter of National Commissions for UNESCO approved by UNESCO's General Conference in October 1978.

2.2 Designation. The National Commission for UNESCO referred to in section 2.1(a) of this Constitution shall be designated and known as the *Canadian Commission for UNESCO* (CCUNESCO).

ARTICLE 3 DEFINITIONS AND INTERPRETATION

3.1 Definitions. In this Constitution, unless the context otherwise requires:

- (a) “CCUNESCO” means the Canadian Commission for UNESCO;
- (b) “CCUNESCO Accountability Framework” means the responsibility assignment matrix in respect of the Commission that is attached hereto as Appendix A and identifies the roles and responsibilities of the Council board of directors, the Council’s Chief Executive Officer, the Council’s executive management group, the Commission’s Executive Committee, the Commission’s Secretary-General and other relevant persons or groups, as established by the Council from time to time in consultation with the Commission;
- (c) “Commission” means the Canadian Commission for UNESCO, as established and designated in accordance with sections 2.1 and 2.2 of this Constitution;
- (d) “Council” means the Canada Council for the Arts established pursuant to the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2;
- (e) “Executive Committee” means the Executive Committee of the Commission, as more particularly described in ARTICLE 5 of this Constitution;
- (f) “*ex officio*” means by virtue of the office; without any other warrant or appointment than that resulting from the holding of a particular office;
- (g) “Member” means a member of the Commission, as described in article 7 of this Constitution and article 3 of the By-laws of the Commission;
- (h) “Orders in Council” means the Orders in Council enacted by the Governor in Council pursuant to subsection 8(2) of the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2, including P.C. 1957-831, P.C. 2006-601, and such other Orders in Council that may be enacted pursuant to that Act from time to time;
- (i) “President” means the president of the Commission appointed in accordance with section 5.2(b) of this Constitution;
- (j) “Secretariat” means the secretariat described in section 6.1 of this Constitution;
- (k) “Secretary-General” means the Secretary-General of the Commission appointed in accordance with section 6.2 of this Constitution;
- (l) “Sectoral Commission” means a sectoral commission described in section 8.1 of this Constitution;
- (m) “Vice-President” means the vice-president of the Commission appointed in accordance with section 5.2(c) of this Constitution.

3.2 Interpretation. In the interpretation of this Constitution, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only shall include the plural and vice

versa and words importing the masculine only shall include the feminine and vice versa; and

- (b) the headings used in this Constitution are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the Constitution or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 4 PURPOSE AND FUNCTIONS OF THE COMMISSION

4.1 Purpose. The purpose of the Commission is to assist and advise the Council in the discharge of the following functions and duties, which have been assigned to the Council pursuant to the Orders in Council, and to carry out the functions and duties set out in section 4.2 of this Constitution:

- (a) to provide for the coordination of UNESCO program activities in Canada;
- (b) to arrange for Canadian participation in UNESCO program activities abroad, including the provision of technical advice and assistance, from Canadian governmental and non-governmental experts;
- (c) to develop proposals for future UNESCO programs in consultation with Global Affairs Canada;
- (d) to provide advice to Global Affairs Canada on the following matters relating to UNESCO:
 - (i) its constitution, by-laws, administration and personnel;
 - (ii) its budget and financial affairs;
 - (iii) Canada's membership in UNESCO and other matters affecting Canada's relations with other states and international organizations;
 - (iv) elections to UNESCO offices;
 - (v) nominations to Canadian delegations;
 - (vi) matters likely to involve legislative action in Canada; and
 - (vii) such other UNESCO-related matters on which Global Affairs Canada may seek advice.

4.2 Functions. In order to achieve the purpose described in subsection 4.1 of this Constitution, the Commission shall carry out the following functions:

- (a) foster close liaison with departments, agencies and services of all levels of

government, professional associations and non-governmental organizations, universities, academic and research institutions and centres, as well as other institutions and experts in Canada concerned with all matters falling within UNESCO's mandate;

- (b) encourage participation of governmental and non-governmental institutions and individuals in the formulation and implementation of UNESCO programs so as to secure for UNESCO all assistance it may require in the fields of education, natural, human and social sciences, culture, communication and information;
- (c) participate in the Canadian delegations to the General Conference, Executive Board and other intergovernmental meetings convened by UNESCO and co-operate in these, for example by assisting in the preparation of Canada's contribution to the work of these meetings;
- (d) follow the development of UNESCO programs and call the attention of the appropriate bodies within Canada to the potential benefits of international co-operation;
- (e) disseminate information within Canada on the objectives, programs and activities of UNESCO and promote public interest in them;
- (f) co-operate with the UNESCO Secretariat headquartered in Paris, with National Commissions of other Member States, UNESCO Regional Offices and other institutes and agencies of UNESCO;
- (g) assist the Council in the execution of its international programs;
- (h) fulfill the roles and responsibilities prescribed by the CCUNESCO Accountability Framework; and
- (i) carry out such other functions as the Council may assign to the Commission from time to time, provided that such functions are consistent with the Orders in Council.

ARTICLE 5 EXECUTIVE COMMITTEE

- 5.1 Oversight. The functions, affairs and activities of the Commission shall be overseen by an Executive Committee in accordance with the Orders in Council and subject to any directive of the Council.
- 5.2 Composition. The following persons shall, subject to section 5.3 of this Constitution, be members of the Executive Committee:
- (a) the Secretary-General of the Commission, who shall be an *ex officio* member of the Executive Committee;

- (b) the President, who shall be appointed by the Council's board of directors, in consultation with the Executive Committee;
- (c) the Vice-President, who shall be appointed by the Council's board of directors, in consultation with the Executive Committee;
- (d) up to two (2) representatives of the Council who shall be appointed by the Council's board of directors, provided that at least one (1) of them shall be a member of the Council's board of directors;
- (e) the Chief Executive Officer of the Council, who shall be an *ex officio* member of the Executive Committee, or a designate determined by the Chief Executive Officer;
- (f) a representative of the Department of Global Affairs Canada, who shall be appointed by that Department;
- (g) a representative of the Department of Canadian Heritage, who shall be appointed by that Department;
- (h) a representative of the Government of Québec, who shall be appointed by that Government, pursuant to section 3.3 of the Agreement between the Government of Canada and the Government of Québec concerning the United Nations Education, Scientific and Cultural Organization (UNESCO);
- (i) a representative of the Council of Ministers of Education, Canada, who shall be appointed by that Council;
- (j) three (3) persons elected by the members of the Commission at the Annual General Meeting;
- (k) each Chairperson of a Sectoral Commission, who shall be an *ex officio* member of the Executive Committee;
- (l) up to two (2) representatives of other government departments interested in, or concerned with, matters falling within UNESCO's mandate, who shall be appointed by those government departments.

5.3 Non-Voting Members of the Executive Committee. The following members of the Executive Committee shall be non-voting:

- (a) the Secretary-General;
- (b) any representative of the Council who is also a member of the Council's board of directors; and
- (c) the Chief Executive Officer of the Council or his or her designate, as the case may be.

5.4 Role and Duties.

- (a) The role of the Executive Committee shall be advisory. The Executive Committee shall offer recommendations to the Council with respect to issues related to the purposes and functions of the Commission, as described in the Orders in Council and in 3.2(b) of this Constitution.
- (b) Any determination to be made or action to be taken on the basis of recommendations made by the Executive Committee shall be made or taken as the Council's board of directors directs.
- (c) Notwithstanding subsections 5.4(a) and 5.4(b) of this Constitution, the Executive Committee shall have the following duties, in accordance with the CCUNESCO Accountability Framework:
 - (i) endorse and recommend the Commission's strategic plan for approval by the Council;
 - (ii) establish or eliminate membership categories of the Commission or of its Advisory Committees, as circumstances may require;
 - (iii) issue and terminate memberships in the Commission, in accordance with the By-laws of the Commission;
 - (iv) establish or eliminate Sectoral Commissions;
 - (v) issue and terminate memberships in the Sectoral Commissions, in accordance with the By-laws of the Commission;
 - (vi) determine the dates and establish the agenda for the Annual General Meeting of members;
 - (vii) review the Commission's annual operational plan with budget proposal for approval by the Council;
 - (viii) provide advice to governments and other groups concerning their contribution to the planning, execution or evaluation of UNESCO's programs and activities;
 - (ix) establish and dissolve Committees whenever needed;
 - (x) appoint the members of the Membership Committee for elections held every second year;
 - (xi) receive the reports of the Sectoral Commissions and Advisory

Committees;

- (xii) provide advice to the Council's Chief Executive Officer, through the President, on the performance of the Secretary-General and of the Commission; and
- (xiii) carry out such other duties as from time to time may be prescribed by the CCUNESCO Accountability Framework or otherwise assigned to the Executive Committee by the Council's board of directors, provided such duties are consistent with the Orders in Council.

ARTICLE 6 SECRETARIAT AND SECRETARY-GENERAL

- 6.1 Secretariat. The Council shall provide the secretariat for the Commission, in conformity with the Orders in Council. The Secretariat shall also provide secretariat services to the committees and Sectoral Commissions.
- 6.2 Secretary-General. The Council's Chief Executive Officer shall, in consultation with the President, appoint the Secretary-General of the Commission, who shall be responsible for the general and active administration, organization and management of the affairs of the Commission. The Secretary-General shall report to the Council's Chief Executive Officer, who is responsible for ensuring that all directives and resolutions of the Council's board of directors in respect of the Commission are carried into effect. The Secretary-General shall perform such other duties and exercise such powers as set out in the Commission's By-laws and the CCUNESCO Accountability Framework or as may be assigned to such office by the Council's Chief Executive Officer.

ARTICLE 7 MEMBERSHIP IN THE COMMISSION

- 7.1 Representation. The membership of the Commission shall be comprised of such persons or organizations that belong to an official UNESCO network recognized by the Commission or that have been selected following a call for applications and been accepted as members by the Executive Committee in accordance with the By-laws of the Commission. The Commission's membership shall include a balanced representation of gender, official languages, regions, cultural diversity, Indigenous Peoples, persons with disabilities, as well as all other factors that reflect Canada's cultural and socio-economic diversity.
- 7.2 Membership Role. The members shall keep the CCUNESCO informed, through the Secretariat, of their activities in the fields of education, natural, human and social sciences, culture, communication and information. Members are expected to actively promote UNESCO's values and ideals, increase public awareness of UNESCO's goals and priorities, participate in UNESCO programs and activities within Canada and/or abroad and contribute to the development of proposals for future UNESCO programs.
- 7.3 Membership Categories. The membership categories of the Commission shall include: members of the Executive Committee, members of an official UNESCO network recognized by the

Commission, members of an Advisory Committee or Sectoral Commission, and Honorary Members.

- 7.4 Membership Rights. Each member of the Commission shall be entitled to receive notice of and to attend all meetings of the members of the Commission and each member shall have one (1) vote at each such meeting, unless the By-laws of the Commission provide otherwise. The members of the Commission shall have such other rights and privileges as set out in the By-laws of the Commission.

ARTICLE 8 SECTORAL COMMISSIONS

- 8.1 Establishment. The Executive Committee is authorized to establish Sectoral Commissions in the areas of cooperation between Canada and UNESCO in the fields of education, natural, human and social sciences, culture, communication and information.
- 8.2 Functions. Sectoral commissions are expected to actively contribute to priorities endorsed by the Executive Committee. The functions of the Sectoral Commissions shall also be advisory, and shall include making recommendations to the Executive Committee regarding UNESCO programs and related Canadian activities concerning their respective sectors. The Sectoral Commissions shall have such other duties and functions as from time to time may be assigned to them by the Executive Committee.
- 8.3 Membership. Each Sectoral Commission shall consist of members who are interested in furthering the interests of the UNESCO programs and related Canadian activities concerning their respective sectors. The Executive Committee shall issue and terminate memberships in the Sectoral Commissions, in accordance with the By-laws of the Commission.

ARTICLE 9 BY-LAWS AND CONSTITUTION

- 9.1 Authority to Make By-laws. The Council's board of directors may, in consultation with the Council's Chief Executive Officer, the President and the Vice-President, make, amend or repeal any by-laws that regulate the activities or affairs of the Commission, provided that the Executive Committee's endorsement has been sought prior to making, amending or repealing any such by-law. No by-law of the Commission may limit, extend or otherwise be contrary to this Constitution.
- 9.2 Content of By-laws. The by-laws shall include provisions for the following matters:
- (a) the procedure for appointing the members of the Executive Committee and their term of office;
 - (b) the right of the Executive Committee to assign specific roles or duties to members of the Executive Committee;
 - (c) the procedure for vacating and filling vacancies on the Executive Committee;
 - (d) the right of the Executive Committee to establish committees and their terms

of reference;

- (e) the procedures for conducting meetings of the Executive Committee and other committees;
- (f) conditions of membership, including how persons may become members of the Commission;
- (g) whether or how members may withdraw from the Commission;
- (h) the application and admission process for members of the Sectoral Commissions;
- (i) the procedures for conducting meetings of members, mode of holding meetings, provision for quorum, and voting rights; and
- (j) the conduct in all other particulars of the affairs or procedures of the Commission.

9.3 Amending or Repealing Constitution. The Council's board of directors may, in consultation with the Council's Chief Executive Officer, the President and the Vice-President, make, amend or repeal any provisions of the Constitution, provided that the Executive Committee's endorsement of such replacement, amendment or repeal has been sought prior to making, amending or repealing any such provisions.

9.4 Member Proposals to Amend. The members of the Commission shall have the right to propose amendments to the Constitution and By-laws in accordance with the By-laws.

BY-LAWS

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions. In this By-law, unless the context otherwise requires:

- (a) “CCUNESCO” means the Canadian Commission for UNESCO;
- (b) “Commission” means the Canadian Commission for UNESCO, as established and designated in accordance with sections 2.1 and 2.2 of the Constitution;
- (c) “Constitution” means the original or restated Constitution of the Commission, as enacted by the Council;
- (d) “Council” means the Canada Council for the Arts established pursuant to the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2;
- (e) “*ex officio*” means by virtue of the office; without any other warrant or appointment than that resulting from the holding of a particular office;
- (f) “Members” means such persons who have applied for and been accepted into the membership of the Commission by the Executive Committee in accordance with this By-law;
- (g) “Orders in Council” means the Orders in Council enacted by the Governor in Council pursuant to subsection 8(2) of the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2, including P.C. 1957-831, P.C. 2006-601, and such other Orders in Council that may be enacted pursuant to that Act from time to time;
- (h) “President” means the president of the Commission appointed in accordance with section 5.2(b) of the Constitution;
- (i) “Secretariat” means the secretariat of the Commission, as described in section 6.1 of the Constitution;
- (j) “Secretary-General” means the Secretary-General of the Commission, appointed in accordance with section 6.2 of the Constitution;
- (k) “Sectoral Commission” means a sectoral commission, as more particularly described in ARTICLE 6 of this By-law;
- (l) “Vice-President” means the vice-president of the Commission appointed in accordance with section 5.2(c) of the Constitution.

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

- (a) words importing the singular number only shall include the plural and vice versa and words importing the masculine only shall include the feminine and vice versa; and
- (b) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 Invalidity of any Provisions of this By-law. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2 GENERAL PROVISIONS

2.1 Languages.

- (a) The work of the Commission and the Executive Committee shall be conducted in both English and French at the discretion of the members and all participants at a meeting of members or of the Executive Committee shall be provided with simultaneous translation at such meetings.
- (b) All official documents generated by the Commission, including but not limited to reports and news releases, shall be made available in both English and French.

ARTICLE 3 EXECUTIVE COMMITTEE

3.1 Composition. The Executive Committee of the Commission shall be comprised of the persons set out in the Constitution.

3.2 Appointment/Election and Term of Office. The members of the Executive Committee shall hold office or be appointed or elected as follows:

- (a) President and Vice-President. The President and Vice-President shall be appointed by the Council's board of directors, in consultation with the Executive Committee, for a two-year term. The President and Vice-President may serve no more than two (2) consecutive terms.
- (b) Council Representatives. The Council's board of directors shall appoint up to two (2) members of the Executive Committee, provided that at least one (1) of them shall be a member of the Council's board of directors. In addition, the Chief Executive Officer of the Council shall be an *ex officio* member of the Executive Committee, or, if the Chief Executive Officer of the Council so decides, he or she may appoint a designate to fulfill that role. The term of office of the representatives appointed by the Council's board of directors shall be determined by the Council's board of directors.

- (c) Permanent Representatives. Each of Global Affairs Canada, the Department of Canadian Heritage, the Government of Québec and the Council of Ministers of Education (Canada), shall appoint their respective representative on the Executive Committee and shall determine the length of his or her term of office.
- (d) Member Representatives. Three (3) members of the Executive Committee shall be nominated and elected by the members for a two-year term, in accordance with the Commission's policy. Member representatives may serve no more than two (2) consecutive terms.
- (e) Other *ex officio* members of the Executive Committee. The Secretary-General and each Chairperson of a Sectoral Commission shall be an *ex officio* member of the Executive Committee.

3.3 Non-Voting Members of the Executive Committee. The following members of the Executive Committee shall be non-voting:

- (a) the Secretary-General;
- (b) any representative of the Council who is also a member of the Council's board of directors; and
- (c) the Chief Executive Officer of the Council or his or her designate, as the case may be.

3.4 Advisors to the Executive Committee. The Executive Committee may invite an outgoing President of the Commission to serve as an advisor to the Executive Committee for a period of no more than one (1) year following the date on which he or she ceases to be President of the Commission. An outgoing President invited to serve as an advisor shall not be a member of the Executive Committee and shall not have the right to vote at any meeting of the Executive Committee.

3.5 Vacancies. Any vacancy occurring on the Executive Committee shall be filled by the person or group of persons who is entitled to appoint or elect that representative in accordance with section 3.2 of this By-law.

3.6 Meetings.

- (a) The Executive Committee shall meet at least twice a year. Notice of meetings shall be given in writing or by electronic means by the Secretary-General or by the President.
- (b) Meetings of the Executive Committee may be called by the Secretary-General, the President of the Executive Committee, or the Council's board of directors.
- (c) The quorum at any meeting of the Executive Committee is five (5) members entitled to vote at that meeting.
- (d) At all meetings of the Executive Committee, every question shall be decided by

a majority of the votes cast on the question. Each voting member of the Executive Committee shall have one (1) vote. In case of an equality of votes, the President shall have a second or casting vote.

- (e) The Executive Committee may at any time call a special meeting for the consideration of any matter which may properly be brought before the Members. The Executive Committee shall call a special meeting of members upon the request, in writing, of the President or of at least two-thirds of the members entitled to vote at such meeting.
- (e) The Executive Committee may otherwise formulate its own rules of procedure, subject to such regulations or directives as the Council's board of directors may from time to time make.

3.7 Remuneration and Expenses. Any remuneration paid to the members of the Executive Committee shall be paid in accordance with the Council's policy on remuneration for non-governmental representatives. The members of the Executive Committee shall be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

3.8 Duties of Secretary-General. The Secretary-General, who is accountable to the Council's Chief Executive Officer, shall be responsible for the general and active administration, organization and management of the affairs of the Commission. The Secretary-General shall:

- (a) report to the Council's Chief Executive Officer, who is responsible for ensuring that all directives and resolutions of the Council's board of directors in respect to the Commission are carried into effect;
- (b) be responsible for carrying out the Commission's policies and programs;
- (c) administer the affairs and budget of the Commission;
- (d) supervise and coordinate the Commission's secretariat;
- (e) advise Global Affairs Canada, further to consultations with the Council's Chief Executive Officer, the President and the Vice-President, on matters related to UNESCO, maintain a close working relationship with the Permanent Delegation of Canada to UNESCO, the Quebec Government representative within the Permanent Delegation of Canada to UNESCO, and, if and when appropriate, with Canadian representatives elected to UNESCO's governing bodies;
- (f) maintain a close working relationship with members of the Commission as well as with organizations and agencies interested in or concerned with matters falling within UNESCO's mandate;
- (g) participate in the work of the governing bodies of UNESCO and, when the need arises, speak on behalf of the Government of Canada;
- (h) coordinate the network of members and collaborators of the Commission;

- (i) represent the Commission at meetings of National Commissions for UNESCO and at those of Secretaries-General of National Commissions for UNESCO;
- (j) be an *ex officio* member of all Sectoral Commissions, Committees and bodies of the Commission and maintain a close working relationship with its chairpersons and its members;
- (k) maintain a close working relationship with UNESCO's Secretariat at Headquarters, Paris, as well as with other National Commissions for UNESCO;
- (l) report to all meetings of the Executive Committee and the Annual General Meetings of members as well as to meetings of the board of directors of the Council, as directed by the Council's Chief Executive Officer; and
- (m) perform such other duties as from time to time may be assigned to such office by the Council's Chief Executive Officer and that are consistent with the Orders in Council.

3.9 Duties of President. The President shall:

- (a) when present, preside the meetings of the Executive Committee and meetings of the members;
- (b) act, when the case arises, as a representative of the Commission with the Council, government departments or agencies, National Commissions of UNESCO and other interested/relevant organizations;
- (c) be an *ex officio* member of all Sectoral Commissions, Committees and bodies of the Commission;
- (d) perform such other duties as from time to time may be assigned to such office by the Council's board of directors, in consultation with the Executive Committee.

3.10 Duties of Vice-President. The Vice-President shall:

- (a) act in an advisory capacity to the President;
- (b) in the absence, incapacity or disability of the President, perform the duties and exercise the powers of the President;
- (c) be an *ex officio* member of all Sectoral Commissions, Committees and bodies of the Commission;
- (d) perform such other duties as from time to time may be assigned to such office by the President or the Council's board of directors, in consultation with the Executive Committee.

ARTICLE 4
MEMBERS OF THE COMMISSION

- 4.1 Membership Role. The members shall keep the CCUNESCO informed, through the Secretariat, of their activities in the fields of education, natural, social and human sciences, culture, communication and information. Members are expected to actively promote UNESCO's values and ideals, increase public awareness of UNESCO's goals and priorities, participate in UNESCO programs and activities within Canada and/or abroad and contribute to the development of proposals for future UNESCO programs.
- 4.2 Membership Categories. The membership categories of the Commission shall include: members of the Executive Committee, members of an official UNESCO network recognized by the Commission, members of an Advisory Committee or Sectoral Commission, and Honorary Members.
- 4.3 Eligible Members. The following are eligible to be considered for the Commission's membership:
- (a) individuals, who, because of their knowledge and expertise, can make a special contribution to the work of the Commission. Those persons include, but are not limited to Canadians who: (i) serve in a personal capacity on Sectoral Commissions or Advisory Committees of the Commission; (ii) hold office on a UNESCO intergovernmental council or committee, or as a UNESCO Chair; (iii) hold high office in an international non-governmental organization; and (iv) could make a special contribution because of their knowledge and/or expertise.
 - (b) federal government departments and agencies, the Government of Quebec, and intergovernmental (federal or provincial or interprovincial) bodies who participate in UNESCO programs or who are interested in or concerned with matters falling within UNESCO's mandate;
 - (c) Canadian non-governmental organizations, umbrella group and professional associations involved in or concerned with matters falling within UNESCO's mandate. Such organizations, groups or associations must have had a Constitution and By-laws in effect for at least three (3) years, but need not be incorporated, and should carry on activities in Canada;
 - (d) academic and research institutions and centres that: (i) are essentially higher education or research-oriented and enjoy an acknowledged expertise in the fields of interest of UNESCO; (ii) conduct programs and activities in fields that are within the competence of UNESCO; and (iii) are able and willing to make effective contributions to the achievement of UNESCO's objectives and those of the Commission.
- 4.4 Honorary Membership. Honorary membership shall consist of those individuals who are recognized by the Executive Committee for their outstanding contribution and dedication to the attainment of UNESCO ideals and objectives. Such individuals include those who have

distinguished themselves through their significant contribution to the Commission or to UNESCO. Honorary Members shall not constitute more than 10% of the total membership of the Commission.

4.5 Membership Application Process and Other Rules. The Executive Committee may formulate its own rules for the regulation or administration of the member application process and for other procedural matters relating to membership.

4.6 Membership Terms. The term of each member shall be determined in accordance with either the rules governing membership in UNESCO or the Commission's networks or the various terms that have been fixed for the Sectoral Commissions or Advisory Committees concerned, subject to the approval of the Executive Committee. Honorary members shall be reviewed every five years.

4.7 Rights and Duties of Members.

- (a) Each member is entitled to receive notice of and to attend all meetings of the members and each member, except those described in subsection 4.3(a) of this By-law, shall have one (1) vote at each such meeting. Institutional members who are non-governmental organizations which carry out their work in both official languages of Canada are invited to delegate to each Annual General Meeting a representative from the English-speaking community and a representative from the French-speaking community, it being understood that only one of them shall be entitled to cast a vote on behalf of their organization.
- (b) Each member may propose items for inclusion on the agenda of any meeting of the members and to receive documents and reports of the Commission.
- (c) The members shall elect three (3) members of the Executive Committee and may propose candidates to sit on Sectoral Commissions and Committees.
- (d) Members may be reimbursed for reasonable expenditures incurred for attendance at a meeting of members, subject to the policy stipulated in the notice of meeting.
- (e) Each member shall contribute to the achievement of UNESCO's objectives by informing and advising the Secretariat of the Commission of their programs and activities which are relevant to programs and activities of UNESCO and of the Commission.
- (f) The members shall promote UNESCO programs and activities within their communities and acquaint the members of those communities with the means at their disposal, of UNESCO programs and activities that are likely to interest them.
- (g) The members shall give advice and provide assistance in connection with UNESCO inquiries, studies or publications falling within their purview.
- (h) The members shall be associated as closely and regularly as possible with the

various stages of the planning and execution of UNESCO activities and those of the Commission within their own particular field.

- (i) Each member shall have the duty to avoid any conflict that may include financial interest, improper use of information or appropriation of an opportunity that belongs to the Commission or the Council. Members shall also declare any real or potential conflict of interest.
- (j) The members shall have such other rights and privileges as determined by the Executive Committee.

4.8 Termination of Membership. A membership in the Commission is terminated when:

- (a) a member dies, or, in the case of a member that is not an individual, the corporation, association or entity is dissolved or otherwise ceases to exist;
- (b) a member fails to maintain any qualifications for membership described in this By-law;
- (c) a member resigns by delivering a written resignation to the Secretary-General in which case such resignation shall be effective on the date specified in the resignation;
- (d) a member is expelled by the Executive Committee for any one or more of the following grounds:
 - (i) violating any provision of the Constitution, By-law, or written policies of the Commission;
 - (ii) carrying out any conduct which may be detrimental to the Commission as determined by the Executive Committee in its sole discretion;
 - (iii) any other reason, such as repeated non-motivated absences, that the Executive Committee in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Commission.
- (e) a member's term of membership expires.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Place of Meetings. Meetings of members shall be held at any place within Canada determined by the Executive Committee on such day or days and at such time or times as the Executive Committee shall determine.

5.2 Annual General Meeting. The Commission shall hold an Annual General Meeting of the members for the consideration of matters laid before it by the Executive Committee or by the members.

- 5.3 Special Meetings. The Executive Committee may at any time call a special meeting of the members for the consideration of any matter which may properly be brought before the Members. The Executive Committee shall call a special meeting of members upon the request, in writing, of not fewer than twenty-five (25) voting members.
- 5.4 Participation at Meeting by Telephone or Electronic Means. A member may participate in a meeting of the members using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A member participating in the meeting by such means shall be deemed to have been present in person at that meeting and any vote cast by that person, by such means, shall be deemed to have been cast in person for the purpose of section 5.7 below.
- 5.5 Notice of Meetings. Three weeks' notice shall be given in writing or by electronic means of all meetings of the members. Such notice shall normally be signed by the Secretary-General, but may also be signed by the President. The notice shall list the principal items of business to come before the meeting, but failure to mention any items shall not prevent them from being considered if the members so decide.
- 5.6 Quorum. The quorum at any meeting of members is twenty-five (25) members entitled to vote at that meeting.
- 5.7 Voting. At any meeting of members, all questions proposed for consideration of the members and that are questions on which the members are authorized and entitled to vote on shall be determined by a majority vote of the members, unless otherwise provided by the Constitution or the By-laws. Votes shall be cast in person and voting by proxy shall not be allowed. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 5.8 Decision by other means. The President may authorize an electronic vote by email, facsimile or other electronic means if a question needs to be acted upon by the Commission in between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least two-thirds of the members cast a vote by email or facsimile. Any action taken by such electronic means shall be ratified by the Board at its next meeting and recorded into the minutes of that meeting.

ARTICLE 6 SECTORAL COMMISSIONS

- 6.1 Establishment of Sectoral Commissions and their Membership.
- (a) Sectoral Commissions shall be established in the following areas: Education, Natural, Human and Social Sciences, and Culture, Communication and Information.
 - (b) Sectoral Commission members shall be appointed by the Executive Committee, on the recommendation of their respective Chairperson and of the Secretary-General of the Commission.
 - (c) The membership of Sectoral Commissions shall include representatives of government departments and agencies, non-governmental organizations,

institutions and individual specialists. It shall also ensure a balanced representation of gender, official languages, regions, cultural diversity, Indigenous Peoples, persons with disabilities, as well as all other factors that reflect Canada's cultural and socio-economic diversity.

6.2 Functions. The Sectoral Commissions shall:

- (a) make recommendations to the Executive Committee regarding the preparation, implementation and evaluation of UNESCO programs and related Canadian activities pertaining to the sector within their competence;
- (b) assist the Executive Committee in preparing documents necessary for Canada's contribution to UNESCO's programs, activities, conferences and meetings, as well as ensure all necessary follow-up of these endeavors;
- (c) provide the Executive Committee with up-to-date information on activities within their specific sectors and of particular relevance to UNESCO programs and activities; and
- (d) perform such other duties and functions as may be assigned to them by the Executive Committee.

6.3 Terms of Office. The term of office for members of the Sectoral Commissions shall be as follows:

- (a) Government departments and agencies. The terms of office of representatives of government departments and agencies on Sectoral Commissions shall be determined by their respective department or agency.
- (b) Non-governmental organizations and institutions. The terms of office of representatives of non-governmental organizations and institutions shall be determined by their respective organizations or institutions.
- (c) Individuals. Individual members of the Sectoral Commissions shall serve for a two-year term of office, which may be renewed for a second two-year term of office.

6.4 Frequency of meetings. Sectoral Commissions shall meet annually, and more frequently, if necessary, at the call of the President, the Secretary-General or the Chairperson of the Sectoral Commission.

6.5 Chairpersons and Vice-Chairpersons. A Chairperson and Vice-Chairperson for each Sectoral Commission shall be appointed by the Executive Committee upon recommendation of their respective Sectoral Commissions and after prior consultation with the Secretary-General. The Chairperson and Vice-Chairperson of a Sectoral Commission shall serve for a two-year term and shall not serve for more than two consecutive terms. Each Chairperson of a Sectoral Commission shall be an *ex officio* member of the Executive Committee in conformity with the Constitution. The Vice-Chairperson of a Sectoral Commission shall not necessarily succeed the Chairperson of that Sectoral Commission.

- 6.6 Reporting. The Sectoral Commissions are responsible to the Executive Committee and their Chairperson reports to this body.
- 6.7 Expenditures. Sectoral Commissions shall not spend monies or commit the Commission to the expenditure of monies except as authorized by the Secretary-General. Sectoral Commission members shall be paid in accordance with the Council's policy on remuneration for non-governmental representatives, which shall set out the rules for any remuneration or reimbursement, if any, of expenses incurred by members of Sectoral Commissions.

ARTICLE 7 COMMITTEES

7.1 Membership Committee.

- (a) The Membership Committee shall be comprised of three (3) individuals appointed by the Executive Committee (3.2(d)).
- (b) The term of a Membership Committee member shall be for two (2) years and can be renewed once.
- (c) The Membership Committee, in consultation with the Secretary-General, shall support the Executive Committee in establishing transparent processes for the identification and selection of prospective members, reviewing the lists of applicants who wish to join the Commission and making recommendations to the Executive Committee. In this regard, the Membership Committee shall also propose names of individuals or organizations that the Executive Committee might invite to become members of the Commission..
- (d) The Membership Committee shall, in consultation with the Secretary-General, establish transparent processes for the identification of candidates interested in serving as a member of the Executive Committee and who are elected by the members during the Annual General Meeting in accordance with section 3.2(d) of this By-law.
- (e) The Membership Committee, in consultation with the Secretary-General, shall review the applications received to ensure the eligibility of the applicants. It shall obtain the prior consent of the applicants and oversee proper procedures. The Membership Committee shall strive for a balanced representation of gender, official languages, regions, cultural diversity, Indigenous Peoples, persons with disabilities, as well as all other factors that reflect Canada's cultural and socio-economic diversity, as well as competence within UNESCO's fields of expertise.
- (f) The Membership Committee shall report to the Annual General Meeting of members and exercise such other duties and responsibilities as are authorized by the Executive Committee from time to time.
- (g) The Membership Committee shall not spend monies or commit the Commission to the expenditure of monies except as authorized by the Secretary-General. Members of the Membership Committee shall not receive

an honorarium. Expenses for attendance at meetings shall be reimbursed in accordance with the policy stipulated in the notice of meeting.

- (h) Unless otherwise determined by the Executive Committee, the Membership Committee shall have the power to fix its quorum at not less than a majority of its members, and to otherwise regulate its procedure according to its mandate.

7.2 Other Committees. The Executive Committee may from time to time appoint any other committee as it deems necessary or appropriate for such purposes and with such duties and functions as the Executive Committee shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Committee may from time to time make. The Executive Committee shall establish rules or policies for the expenditure of monies by committees, and the remuneration of or reimbursement of expenses incurred by the members of any committee, in compliance with Council policies.

ARTICLE 8 AMENDMENTS, PREVIOUS ACTS, ETC.

8.1 Making, Amending or Repealing By-laws and Constitution. The Constitution and By-laws of the Commission may be amended or repealed in accordance with the procedure set out in the Constitution.

8.2 Proposals by Members.

- (a) Any member of the Commission may submit to the Secretary-General notice of any Constitution or By-law amendment that the member proposes to present at the Annual General Meeting of members for the endorsement of the members (hereinafter a “**Proposal**”), provided such proposal:
 - (i) is submitted at least sixty (60) days prior to the date of the Annual General Meeting of members;
 - (ii) clearly sets out the proposed amendment to the Constitution or the By-laws; and
 - (iii) is signed by not less than five percent (5%) of the members entitled to vote at the meeting at which the Proposal is to be presented.
- (b) The Commission shall include the Proposal in the notice of meeting required for the Annual General Meeting of members.
- (c) The members of the Commission are entitled to vote on a Proposal and the Proposal is endorsed by the members when the members entitled to vote on the Proposal have voted in favour of it by a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
- (d) A Constitution or By-law amendment that is the subject of a Proposal that has

been endorsed by the members of the Commission in accordance with subsection 8.2(c) of this By-law shall be submitted to the next meeting of the Council's board of directors, and the Council's board of directors may confirm, reject or amend the Constitution or By-law amendment so proposed. The Council shall, within thirty (30) days of that meeting, send the Secretary-General a notice of the Council's decision to confirm, reject or amend the Constitution or the By-law amendment that was the subject of the endorsed Proposal.

8.3 Previous Acts, etc.

- (a) Upon the enactment of this Constitution and By-laws, all previous Constitutions and By-laws of the Commission shall be repealed. Such repeal shall not affect the previous operation of any Constitution or By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such Constitution or By-law prior to its repeal.
- (b) All members of the Executive Committee, officers, and persons acting under any Constitution or By-Law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Executive Committee with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED as the Constitution and By-laws of the Commission on the 6th day of October 2015; revised June 6, 2018.