General By-Laws
Organization of World Heritage Cities
This booklet contains the General By-laws of the Organization of World Heritage Cities. For more information, please contact:

General Secretariat of the Organization of World Heritage Cities
Espace 400e
100 Quai Saint-André, Bureau 140
Québec (Québec) G1K 3Y2
CANADA
Telephone: 1 418 692-0000
E-mail: SECRETARIAT@OVPM.ORG

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chart of the Organization of World Heritage Cities

Assembled in the imperial city of Fez, Kingdom of Morocco, in this twelve hundredth anniversary year of the city’s foundation, the distinguished political representatives of the cities registered on the World Heritage List, on behalf of their fellow citizens and with reference to the UNESCO Constitution, the Convention concerning the Protection of the Cultural and Natural World Heritage, the Charter for the Conservation of Historic Towns and Urban Areas and the Quebec City Declaration,

Whereas, in order to obtain unanimous, sustained, sincere support for peace in the world, it is essential to strive for the mutual understanding of civilizations and respect for cultural differences by fostering cooperation and solidarity between nations in all spheres of human endeavour;

Bearing in mind that, to a large extent, it is in the cities, where human populations are concentrated, that the cultural traits of peoples are expressed and that it is cities registered on the World Heritage List that, insofar as they exemplify human achievement, have a demanding, valuable role to play;

Bearing in mind that these cities, which must be preserved and protected, are subject every day to considerable pressure from changing societies, that because of their age and fragility, they are in some respects the privileged victims of the forces of change and that the deterioration or complete or partial disappearance of any of the cities would impoverish the heritage of humankind as a whole;

Considering that attempts to preserve and develop these cities demand, first and foremost, the cooperation of their residents and access to modern, reliable, efficient management techniques and financial resources that, all too often, fall short of needs;

Recognising that, to meet the challenges inherent in their preservation, these cities must end their isolation, foster cooperation and establish unfailing solidarity among themselves;

Solemly declare that they are uniting and adhering to the values of the Organization of World Heritage Cities and hereby promise to

Work for the welfare of the citizens of World Heritage Cities;

Adopt all necessary measures to ensure that cooperation between cities is effective and exemplary, in witness of their membership in the Organization of World Heritage Cities;

Undertake initiatives aimed at achieving international solidarity with a view to promoting and sharing the Organization’s objectives with respect to research, training and the exchange of knowledge in the field of conservation in World Heritage Cities and to assisting these cities to carry out such initiatives;

Commit their respective municipal services to cooperating in the realization of these objectives;

Make known the charter in their respective countries so that each one’s citizens espouse its values and assume with pride and dignity the obligations contained therein.

Adopted at Fez on September 8, 1993 by the Founding General Assembly of the Organization of World Heritage Cities
PREAMBLE

The revision of the legality of the by-laws was based on the will of the OWHC to the effect that a plenary assembly of Members be held every two (2) years. However, given the state of the applicable legislation and the obligation to hold annual meetings of Members, particularly for the purpose of adopting the financial reports and the appointment of the auditors, the assembly that will be held every second year will meet only those minimum obligations provided under the legislation for such assembly.

The implementation of the by-laws may be specified through a series of resolutions passed by the Board of Directors in accordance with its powers under Article 63 of these by-laws.

CHAPTER I: GENERAL PROVISIONS

1. General by-laws
   These general by-laws establish relations of a contractual nature between the OWHC and its Members. The French version of the text prevails over any other version.

2. The masculine includes the feminine
   In order to make the text of these by-laws simpler, the masculine form always includes the feminine.

3. Official languages
   The official languages of the OWHC are French, English, Spanish, Arabic and Portuguese.

4. Working languages
   The working languages of the OWHC are French, English and Spanish.

A. DEFINITIONS

5. Definitions in the By-laws
   Unless otherwise indicated in the constituting act, the following term or expression:

   “Constituting act” means the memorandum of agreement, the letters patent, the supplementary letters patent and the by-laws adopted pursuant to the Act;

   “Director” means the Mayor of a city that is a Member in good standing of the OWHC, who was elected on the Board of Directors and whose name appears at the relevant time in the declaration filed in the Register, and “Directors” means all of them;
“General Assembly” means the meeting of the Members of the Organization convened in accordance with Chapter III, Section C of these By-laws;

“Independent Auditor” means the auditor appointed by the General Assembly pursuant to Article 103 of these By-laws;

“Board of Directors” means the body of the Organization made up of all the Directors;

“Regional Coordinator” means the person who was chosen by the Mayor of the city that hosts the Regional Secretariat and whose function is to coordinate a Regional Secretariat;

“Corporate record book” means the OWHC corporate record book;

“Act” or “Companies Act” means the text of Québec legislation known as the Companies Act, R.S.Q., chapter C-38;

“Act respecting the legal publicity of sole proprietorships” means the Québec legislation known as An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons, R.S.Q., chapter P-45;

“Mayor” means the person who holds the highest political office in the administration of an OWHC Member city, or the official representative from the same administration designated by the Member city;

“Majority” means fifty percent (50%) plus one (1) of the votes cast;

“Two-Third Majority” means two-thirds (2/3) of the votes cast;

“Member” means every city in which, on the one hand, is located a site which represents a living urban ensemble or a property within an urban context inscribed on the World Heritage List whose Outstanding Universal Value (OVU) is recognized by UNESCO’s World Heritage Committee and which meets at least one of the criteria (i)(ii)(iii)(iv)(v) or (vi) of the Convention Concerning the Protection of the World Cultural and Natural Heritage and which, on the other hand, adheres to the values of the OWHC as they appear in the Charter of the OWHC, in addition to having been a member in good standing for at least 1 year;

“Member in good standing” means the Member city that has met its financial obligations towards the Organization pursuant to Article 18 of these By-laws;

“Officers” means the President, the Treasurer, the Vice-president and the Secretary General;

“Organization” means the Organization of World Heritage Cities, the acronym of which is OWHC;
“President” means the Director and Officer who assumes the senior management of the OWHC;

“Policies” means all policies adopted from time to time by the Board of Directors of the Organization;

“Register” means the Register of sole proprietorships, partnerships and legal persons set up pursuant to An Act respecting the legal publicity of sole proprietorships, which is also known as the Centre Informatisé Du Registre des Entreprises du Québec (CIDREQ) held by the registraire des entreprises;

“By-laws” means the present General By-laws, any other regulations of the OWHC that are in force at the time as well as any amendments thereto from time to time;

“General By-Laws” means only these By-laws, as amended from time to time;

“Returning Officer” means the person designated as such by the Directors to administer a secret ballot;

“General Secretariat” means the administrative body that assists the president of the OWHC and the Board of Directors in their respective tasks. This body reports to the Board of Directors;

“Secretary General” means the person elected as Secretary General by the General Assembly and who is the Officer running the General Secretariat;

“Regional Secretariat” means the grouping of certain Members of the OWHC that, on the basis of cultural, linguistic or geographical links, carries out regional activities and supports the General Secretariat in achieving the objectives of the Organization. This body reports to the General Secretariat.

“Head Office” has the meaning given to it in Article 6 of these General By-Laws;

“Treasurer” means the Director elected as such at the first meeting of the Board of Directors and who oversees the finances of the OWHC. He is also an Officer of the Organization;

“Vice-president” means the Director elected as such at the first meeting of the Board of Directors, whose duties shall include acting for the President in his absence. He is also an Officer of the Organization.
CHAPTER II: ORGANIZATION

A. HEAD OFFICE AND ESTABLISHMENT

6. Place and address of Head office
   The head office of the OWHC is in Québec City, in the Province of Québec, Canada, at the address indicated in the declaration filed with the Register.

7. Notices to the OWHC
   Notices or documents to be sent to or served on the OWHC may be sent or served by registered or certified mail or by any other means of communication, to the address of the Head office. In such a case, the Organization shall be deemed to have received or to have been served such notices or documents on the date of normal mail delivery, unless there are reasonable grounds to the contrary.

B. SEAL

8. Form and contents of seal
   The seal of the OWHC shall consist of two (2) concentric circles between which is inserted the name of the Organization in the three (3) working languages of the Organization: French, English and Spanish. The logo of the Organization appears at the centre of the seal.

9. Logo
   The OWHC may adopt one or more logos according to the specifications prescribed by the Board of Directors.

C. BOOKS AND RECORDS

10. OWHC corporate record book
    The OWHC corporate record book shall contain the following documents:

   10.1 the original of the letters patent incorporating the OWHC and issued on October 29, 1993, by the Inspector General of Financial Institutions of Québec;

   10.2 the By-laws of the Organization and any amendments thereto;

   10.3 the resolutions of the general assembly and the Board of Directors certified by the president or the secretary general;
10.4 the minutes of the meetings of the General Assemblies certified either by the President or chairman in the absence of the President, or by the Secretary General;

10.5 a register of the Mayors who are or have been Directors, indicating the names of the Mayors, their cities and the addresses of the city halls as well as the date of the commencement and, where applicable, the end of their terms of office;

10.6 a register of the Members indicating the names of the cities and of their Mayors, the address of the city hall of each Member since the OWHC was created as well as the registration date of the Member and, where applicable, the date on which the registration ended; and

10.7 a register of mortgages on the property of the OWHC.

11. Safekeeping
The OWHC corporate record book and the accounting records shall be kept at the head office of the Organization.

D. APPLICABLE LEGISLATION

12. Publicity
The OWHC shall ensure its publicity and registration in accordance with the Act respecting the legal publicity of sole proprietorships and shall be registered in the Register. The secretary general shall be responsible for the periodic or annual updating of the information in the Register.

13. Registration procedure
Where the OWHC carries on business outside the province of Québec, it shall comply with the legislation applicable in that place.
CHAPTER III: REPRESENTATION OF THE OWHC

14. Representative bodies
The OWHC shall act through its representative bodies: the General Assembly, the Board of Directors, the Officers, the General Secretariat and the Regional Secretariats.

A. STATUS AS A MEMBER

15. Conditions of membership
Any city may become Member of the OWHC if, on the one hand, a site is located within its territory which represents a living urban ensemble or a property within an urban context inscribed on the World Heritage List whose Outstanding Universal Value (OUV) is recognized by UNESCO's World Heritage Committee and which meets at least one of the criteria (i)(ii)(iii)(iv)(v) or (vi) of the Convention Concerning the Protection of the World Cultural and Natural Heritage and which, on the other hand, adheres to the values of the OWHC as they appear in the Charter of the OWHC, in addition to having been a Member in good standing for at least 1 year.

16. Representation
These Members are automatically represented by their Mayor or, in his absence, by an elected representative of his municipality, or in exceptional cases by a non-elected representative of his city government, duly appointed by the Mayor.

17. Membership fee
A Member's financial contribution includes a compulsory annual fee, the amount of which, as well as the date and method of payment shall be set by a resolution of the Board of Directors ratified by the general assembly.

18. Member in good standing
A Member shall be in good standing with the OWHC once it has paid its annual membership fee. The members in good standing are subject to the statutes and By-laws of the Organization and shall benefit from the services and privileges as described in the Policies of the Organization.

19. Members' certificate
The secretary general shall send to every city that paid its annual membership fee a certificate attesting that it is a Member in good standing of the OWHC for the year for which the membership fee was paid.

20. Observer member
Any city which has a site or property inscribed on the Tentative List of the UNESCO World Heritage Convention may become an observer member of the OWHC under the conditions set
by these By-Laws. An observer member does not have the right to vote but may be heard at the General Assembly unless the Majority of the assembly objects. He is subject to the statutes and By-laws of the Organization and shall be entitled to benefit from all privileges, programs and activities of the Organization intended for such Member and established by the Policies. The Observer member pays half (50%) of the membership the city should pay if it were a full member.

21. **Withdrawal**
   A Member may at any time withdraw from the Organization. If the withdrawal occurs during the year, the Member is required to pay the full membership fee for the current year. The withdrawal shall not confer any right to the goods and resources owned by the Organization.

22. **Loss of rights and privileges**
   Any Member who fails to pay its dues for a year, or any member that acts against the values and By-Laws of the Organization, shall lose all rights and privileges dedicated to the Members in good standing, including, but not limited to, the right to vote, the right to present the candidacy of its Mayor as a Director or host city of a Board of Directors’ meeting and World Congress, the right to remain a Director, and any other rights or privileges that the Board of Directors may decide to withhold from a Member not in good standing, until such dues are paid or actions repaired. Nevertheless, the Board of Directors may, in its sole discretion and in exceptional circumstances, make an exception to this rule under the conditions it may establish.

**B. NOTICES AND INFORMATION TO MEMBERS**

23. **Notices to Members and addresses**
   The notices and documents shall be sent to the Members by mail, or email to the address appearing in the OWHC corporate record book at the time of the mailing.

**C. ASSEMBLIES OF MEMBERS**

24. **Representation**
   Each member in good standing is represented by the Mayor or an elected representative from his municipality or in exceptional cases by a non-elected representative from his municipal administration, duly appointed by the Mayor.

25. **General Assembly**
   The annual general assembly shall be held at the place decided upon at the previous assembly on a date to be determined by the Board of Directors.
26. **Special Assembly**
   The Board of Directors or one-tenth (1/10) of the Members in good standing may at any time request that a special general assembly be called. Such a request, setting out in detail the purpose of the assembly, must be sent to the secretary general who, together with the Board of Directors, must, within three (3) months of the receipt of the request, call the Members and hold the Special Assembly. The rules provided by these General By-Laws for the General Assemblies shall apply for the Special Assemblies.

27. **General Assembly by technological means**
   A General Assembly may be validly held using any means making it possible for the participants to communicate immediately with one another, in particular by telephone or videoconference. The secretary general shall record the motions thus adopted in the form of minutes, which shall subsequently be sent to the Members in the prescribed form.

28. **Notice of assembly**
   A written notice of the calling of any assembly shall be sent to each Member. This notice shall be sent by mail, email or any other means approved by the Board of Directors and shall bear the Member’s last known address appearing in the OWHC corporate record book. The notice shall be sent at least one (1) month prior to the date set for the assembly.

29. **Content of notice**
   The notice of assembly dated and signed by the secretary general, shall summarize the purpose of the assembly, propose an agenda, specify the date and place and provide any other useful information enabling the participants to make an informed decision.

30. **Registration**
   Every Member in good standing must be registered as a participant in the Assembly. As soon as the Member’s Representative signs the registration and attendance register, he shall receive his credentials to be used for the votes.

31. **Quorum**
   The number of Members in good standing present at the Assembly shall form the quorum, but it may not be less than three Members in good standing.

32. **Guests**
   Any person, as well as any national or international organization or body concerned with the preservation of urban heritage may be invited as an observer to a General Assembly of the OWHC. The guests do not have voting rights, but may be heard at this General Assembly, unless the Majority of the assembly objects. During the Assembly, these guests have special credentials. In addition, these guests are subject to the Statutes and By-Laws of the Organization.
33. President and secretary
The president of the OWHC shall chair the general assembly. If the president is absent, the Vice-
president shall take his place. If neither the President nor the Vice-president can be present and no
other representative has been designated by them, the Members present shall designate a Director
to chair the Assembly, or failing that, a Mayor present at the Assembly. Until the assembly
designates a person to chair the Assembly, the Secretary General shall act as chairman. The
Secretary General of the OWHC or any other person designated by the president shall act as the
secretary of the assembly.

D. RIGHTS OF MEMBERS IN GOOD STANDING

34. Voting right
During a General Assembly, each Member in good standing shall be entitled to one right to vote.

The Member's voting right is exercised by the Mayor or his elected representative from his
municipality or in exceptional cases may be delegated by the Mayor to a non-elected representative
from his municipal administration.

35. Duties
At the General Assembly, the Members in good standing shall discuss issues concerning the
mission and the objectives of the OWHC and formulate relevant recommendations to the Board
of Directors. They shall guide the activities of the Organization. They shall receive, study and
adopt the Organization's work program and special reports and determine and control the financial
policy of the Organization. In addition, they shall examine and adopt the budget and the financial
report. The Organization's expenses shall be borne by the Members in good standing on a pro-rata
base as set by the general assembly.

36. Vote
Each duly represented Member in good standing shall receive credentials allowing him to exercise
his right to vote. The vote is taken by show of hands unless the president or at least ten percent
(10%) of the Members in good standing who are present at the assembly request a secret ballot.
The president does not have to count the votes expressed by show of hands if the result is obvious.

At the beginning of the General Assembly, the president informs the members of the nomination
by the Board of Directors of a Returning Officer and two Deputy Returning Officers who will act
on all secret ballots. The Returning Officer and Deputy Returning Officers may not be Members.

The president shall announce the votes result, indicating the number of votes for and against the
proposal as well as the number of abstentions. In case of a tie-vote, the President shall have a
casting vote and must vote.
If some or all of the Members are participating in the assembly through technological means, a secret ballot may also be carried out through technological means, and the terms of this Article shall apply.

37. **Two-Third Majority**
   Unless otherwise provided, decisions of the assembly, including those pertaining to the passing, amendment or repeal of the By-laws, shall be made by the Two-Third (2/3) Majority.

38. **Abstention**
   Any Member in good standing who fails to present his credentials for voting or fails to appear at the voting session will be deemed to have abstained. Abstentions shall not be considered as votes.

39. **Dissolution and winding-up**
   A resolution of voluntary dissolution of the OWHC must be passed at a special general assembly called for that purpose and duly approved by the Two-Third Majority. Afterwards, the Organization must give a notice of its intention to apply for dissolution by filing a declaration to that effect in accordance with the Act. In the event of the dissolution of the OWHC, the property and assets of the Organization, after payment of its debts and liabilities, shall be distributed to one or more bodies pursuing objectives similar to those of the Organization.

**E. BOARD OF DIRECTORS**

40. **Composition of the Board of Directors**
   The Board of Directors shall be made up of eight (8) Directors from eight (8) different member cities, all of whom must be Members in good standing.

41. **Change in the number of Directors**
   The General Assembly of the OWHC may, by revision of these General By-Laws, increase the number of its Directors or decrease it to not less than four (4). This modification to the General By-law shall be valid and implemented only if it is approved by the Two-Third (2/3) Majority at a Special Assembly called for that purpose, and if a copy of the said by-law, certified under the seal of the Organization, has been filed with the appropriate government authorities.

   Such regulation must also rule on the maintenance or the amendments of the provisions of sections 77 and 82.

42. **Powers of the Directors**
   The Directors must, in the discharge of their duties, meet the obligations imposed on them by the Act, and act within the limits of the powers granted to them.
43. Conflict of interest
No Director may confuse the property of the OWHC with his own, nor may he use, for his own profit or for that of a third party, any property of the Organization or any information that he obtained in the discharge of his duties. Directors shall avoid placing themselves in a situation of conflict of interest between their personal interest and their duties as Directors. They shall declare in writing to the Organization any interest that they hold in a legal entity or business which is likely to place them in a situation of conflict of interest, as well as any rights which they claim against the organization, indicating, where applicable, their nature and their value.

F. ELECTORAL PROCESS OF THE BOARD OF DIRECTORS

44. Election of the Directors
The Directors are elected, by secret ballot at the General Assembly, from amongst the Mayors of the cities that are Members in good standing of the OWHC.

45. Nomination procedure
The Secretary General shall send a nomination paper with the notice of meeting of the General Assembly during which the Directors must be elected.

The Mayor of a Member in good standing who wishes to apply for the position of Director of the Organization must deliver his nomination paper, duly completed and signed, to the secretary general or his representative, at least one hour before the commencement of the opening ceremony of the biennial congress of the OWHC as it appears on the invitation documents to the congress.

46. List of candidates
The secretary general shall ensure that the candidate is the Mayor of a Member in good standing of the Organization and shall draw the list of the nominations received that are in compliance.

The Secretary General must take the necessary steps to make sure that, at the General Assembly or apart from the assembly, the candidates will have a maximum period of five (5) minutes to present themselves and to explain to the Members why they have submitted their candidacies. If there are more candidates than the number of vacancies, the secretary general must make sure that the presentation period is held before the voting period.

47. Term of office
The Directors shall be elected for a two-year term.

Except as provided in article 61, the term of office of a Director shall expire at the election of the subsequent Board of Directors at the next General Assembly or when the City of which he is Mayor ceases to be a Member in good standing.
48. **Successive terms**
   After a first two-year (2) term, a Director may be re-elected for two (2) other terms, for a maximum of six (6) consecutive years. After an absence of at least (2) years, the Mayor of a city that is a Member in good standing may run for election again.

49. **Election by acclamation**
   Where the number of candidates is lower or equal to the number of vacancies and is sufficient to establish the quorum, the Returning Officer shall declare the candidates elected by acclamation.

50. **Secret ballot election**
   Where the number of candidates exceeds the number of vacancies, there shall be a vote by secret ballot.

51. **Polling station**
   The secretary general shall set a polling station in the building where the assembly takes place in a place that is easily accessible and located near the place where the assembly is held.

52. **Voting period**
   The voting period shall be held concurrently with the General Assembly.

53. **Verification of the right to vote**
   A member of the staff of the general secretariat responsible for the registration must ascertain that a person who wishes to vote is entitled to do so.

54. **Register of the persons who exercise their right to vote**
   The Returning Officer shall keep a register of the persons who exercise their right to vote and shall ensure that a Member votes only once.

55. **Voting**
   The Member who votes shall cast his vote by means of a mark opposite the names of the candidates that he chooses from among the candidates who are running for office, up to the number of vacancies.

56. **Counting of the votes**
   At the end of the voting period, the Returning Officer and the Deputy Returning Officers shall count the votes.

57. **Announcement of the results**
   After the votes have been counted, the Returning Officer shall declare elected the candidates who obtained the most votes, in a number equal to the number of vacancies. In the case of a tie vote for the last vacancy, a runoff vote will be held. If there is still a tie with the runoff vote, a draw will be held.
58. **Election of the President of the OWHC**
   The President shall be elected from among the directors by the General Assembly for a term equivalent to his term as a Director. If he loses his quality as a Director, he shall cease to act as President, and the Board shall appoint one of the Directors to fill the vacancy until the next General Assembly.

   After proclaiming the Directors elected, the Secretary General shall ask the Directors to express their interest for the position of president of the OWHC.

   If only one Director submits his candidacy for the position, the Returning Officer shall declare him elected by acclamation to the position of President of the Organization.

   If more than one Director submits his candidacy, the Secretary General shall allow the candidates to speak to the Members for a maximum period of 5 minutes to present and explain the reasons why they submitted their candidacy for the position of president. After the presentations of the candidates, the voting period by secret ballot shall begin.

   After the votes have been counted, the Returning Officer shall declare elected the candidate who obtained the most votes. In the case of a tie-vote, a runoff vote will be held between the candidates having obtained an equal number of votes. If there is still a tie, the President shall be elected by a draw made by the Returning Officer.

59. **Unfilled vacancies**
   When the positions of Directors are not all filled in an election, the Board of Directors may perform its duties, provided the quorum is established.

60. **Resignation**
   A Director may resign from office by forwarding to the General Secretariat, by certified mail, a letter of resignation. The resignation shall become effective on the date on which the letter is received by the secretary general or on any other subsequent date specified in the said letter.

61. **Vacancy on the Board of Directors**
   A Director shall cease to be a member of the Board of Directors and to hold office if he:

   61.1 has resigned in accordance with Article 60;

   61.2 dies or becomes insolvent or disqualified;

   61.3 ceases to have the required qualifications; or

   61.4 is dismissed by a Two-Third Majority vote at a Special Assembly called for that purpose.
When a vacancy occurs, the Board of Directors may validly continue to perform its duties, provided there is still a quorum.

62. Replacement
If a vacancy occurs on the Board of Directors for any of the reasons mentioned in Article 61, the Directors may choose a new Director to complete the mandate of the vacated position. The selection process of the new Director shall be determined by the Board of Directors and stated in the Policies of the Organization. The Board of Directors can also choose to continue performing its duties without appointing a new Director, provided the quorum is established.

It must be taken into account that if the newly appointed Director comes from the same Member city as the Director at the origin of the vacancy, the total terms of office of these Directors cannot exceed six (6) consecutive years, as set forth in Article 48. If the Director appointed is from another Member City, such term shall be considered his first and shall be considered a full two (2) year term.

G. DUTIES AND POWERS OF THE DIRECTORS

63. Responsibilities
The Board of Directors shall ensure that the decisions made by the Members at General or Special Assemblies are carried out. It shall exercise various powers on behalf of the Members, by delegation. More specifically, the Board of Directors shall:

63.1 ensure the implementation of the resolutions adopted at Assemblies, and make, in this respect, all appropriate decisions, in accordance with the action plan adopted at the General Assembly;

63.2 examine the financial reports and the budget estimates, authorize the annual budget plan, and further to the certification by the Treasurer propose their adoption to the General Assembly once they have been audited by an independent auditor;

63.3 approve all of the Organization’s official reports, and submit them for adoption by the general assembly;

63.4 approve the organization chart, the recruiting criteria and standards for the personnel of the General Secretariat proposed by the Secretary General;

63.5 fill, until the subsequent general assembly, any vacancy on the Board of Directors or in the office of secretary general;
63.6 perform any other duties that could be assigned to it by the general assembly and, generally speaking, it is empowered to take all the measures required for the administration of the Organization and the attainment of its objectives.

64. Solicitations
The Board of Directors may take all necessary steps to enable the OWHC to solicit, accept or receive donations, grants, participations, or legacies of any kind in order to reach its goals and objectives. The resources originating from the Organization’s activities and the income from its property will be additional sources of funding.

65. By-laws
The Board of Directors may take any resolution concerning the affairs of the OWHC. Such resolutions shall become effective on the date of their passing, or at any other time deemed appropriate by the Board of Directors. However, resolutions of the Board of Directors concerning the passing, amendment or repeal of the By-laws must be submitted to the General Assembly for adoption. Any decision by the latter to reject such a resolution, or failure of the Directors to submit it to the General Assembly, shall immediately render that resolution null and void, without, however, prejudicing any actions undertaken in good faith by the Board of Directors in the meantime.

66. Banking
The bank transactions or the financial operations of the OWHC shall be carried out with the financial institution designated by the Directors. The Directors shall also designate, by resolution, one or more persons authorized to carry out the bank transactions or financial operations on behalf of the Organization.

H. DUTIES AND POWERS OF THE OFFICERS

67. Officers
The Officers and the representatives shall be considered agents of the OWHC. They shall have the powers and the duties set out in the Act, its regulations, the letters patent and the By-laws as well as those inherent in the nature of their duties.

68. Election of the Treasurer and the Vice-president
At the first meeting of the Board of Directors, the Directors shall elect one Treasurer and one Vice-president amongst themselves for a term equal to their term as Director. The Secretary General shall designate the person responsible for finances at the General Secretariat to assist the Treasurer in the discharge of his duties.

At any time, if the Directors consider that the Treasurer or Vice President is not adequately fulfilling his duties, they can elect amongst themselves, another Director to act as Treasurer or Vice-President.
69. **President of the OWHC**
The President shall be the chief executive officer of the OWHC, with the assistance of the Directors. He shall supervise, administer and manage the affairs of the Organization. He may represent the OWHC at the national and international levels, and bind the Organization in official acts. If the act requires expenditures in excess of twenty thousand Canadian dollars ($20,000 CAN), the signature or a written confirmation by the President or, in his absence, of the Treasurer, is required.

70. **Vice-president**
The Vice-president's main function is to replace the President of the OWHC in his absence, in particular to preside over the General Assemblies or the meetings of the Board of Directors, as well as on any other occasion required by the President. He is the first Officer to whom the President may generally delegate his powers.

71. **Treasurer**
The Treasurer shall be in charge of the finance of the OWHC. In close cooperation with the person responsible for finances of the General Secretariat and if necessary the Independent Auditor, he shall be responsible for the management of all the monies, securities, books, discharges and any other document of the Organization. He shall submit the Organization’s audited financial statement to the Board of Directors.

72. **Election of the Secretary General of the OWHC**
The Secretary General shall be elected to hold office at the General Secretariat, in Québec City, for an initial four (4) years, by the General Assembly. An offer for the position of Secretary General must be published within Canada and internationally. The Board of Directors shall select three applicants to be proposed to the subsequent General Assembly as candidates for the position of Secretary General. The mandate may be renewed for only one (1) additional four-year (4) term by the General Assembly on the proposal of the Board of Directors.

The selection criteria for the position of Secretary General shall be determined by the Board of Directors and stated in the Policies of the Organization.

73. **Duties of the Secretary General**
The Secretary General may attend all the meetings of the Organization but is never entitled to vote. He shall coordinate the activities of the OWHC, prepare the budget and the financial reports to be submitted to the Board of Directors, recruit the personnel of the General Secretariat and ensure that the decisions of the Board of Directors and those of the Members taken at the general assembly are carried out. He may represent the OWHC at the national and international levels and in consultation with the President may sign official acts on behalf of the Organization. In the discharge of his duties, the secretary general shall be empowered to commit the Organization for expenditures under twenty thousand Canadian dollars ($20,000 CAN). He shall also be responsible for the safekeeping of the seal.
74. **Resignation of the Secretary General**
The Secretary General may resign from office by forwarding a letter of resignation to the President. The resignation shall become effective upon the receipt of the letter of resignation or at any later date specified by the President. The Board of Directors shall appoint the Deputy Secretary General, or failing that, a staff member of the General Secretariat, to serve as Interim Secretary General until the subsequent General Assembly.

75. **Dismissal of the Secretary General**
The Directors may remove the Secretary General from office and appoint the Deputy Secretary General, or failing that, a staff member of the General Secretariat, to serve as Interim Secretary General until the subsequent General Assembly. Dismissal may only take place by reason of a serious violation of the present General By-laws or severe misconduct, and it is subject to the provisions of any existing employment contract binding the Secretary General and the OWHC, where applicable.

I. **MEETINGS OF THE BOARD OF DIRECTORS**

76. **Calling of meetings**
The president shall call a meeting of the Board of Directors at least once a year. Exceptionally, the board may hold a meeting further to the written request to that effect from at least three (3) Directors other than the president.

77. **Notice of meeting**
Meetings of the Board of Directors shall be called by prior notice of at least one (1) month prior to the date scheduled for the meeting. This notice shall be sent by mail, or electronic mail to the Directors at the address appearing in the OWHC corporate record book. The agenda and documents must be sent to all the Directors at least two weeks prior to the date of the meeting.

78. **Content of the notice of meeting**
The notice of meeting, dated and signed by the secretary general, shall indicate the place, date and time of the meeting. It shall also specify the purpose of the meeting, and include a proposed agenda as well as any other information enabling the Directors to prepare adequately for the meeting.

79. **Waiver of notice**
Any Director may, orally or in writing, waive his right to receive notice of a meeting of the Board of Directors or of a change in such notice or within the time limit indicated thereon. Such waiver may be given validly before, during or after the meeting concerned. The presence of a Director at the meeting shall de facto constitute a waiver of notice on his part and he shall not thereafter be entitled to raise any procedural irregularity to challenge the validity of the meeting and the decisions taken thereat.
80. **Emergency meeting**
   In case of emergency, a meeting of the Board of Directors may be called with a five (5) day prior notice.

81. **Quorum**
   A quorum is established if at least four (4) Directors are present in person or by technological means.

82. **President and secretary**
   The President shall chair the meetings of the Board of Directors. The Secretary General shall act as the secretary or can designate a substitute. If the President is absent, the Vice-president shall act in his place. If neither the President nor the Vice-president is able to attend and has not appointed a representative, the Directors shall appoint one of them to preside over the meeting.

83. **Procedure**
   Each Director shall have one right to vote, and all issues submitted to the Board of Directors shall be decided upon by the Majority of the Directors attending in person or by technological means. The Board of Directors meetings shall be conducted in accordance with the Policies of the Organization as adopted by the Board of Directors.

84. **Vote**
   Voting shall be by a show of hands unless the chairman or a Director present requests a secret ballot. If some or all of the Directors are participating in the meeting through technological means, a secret ballot may be carried out through technological means. In the case of a tie vote, the President shall have a casting vote and must vote.

85. **Meeting by technological means**
   A meeting of the Board of Directors may be validly held using any technological means making it possible for the participants to communicate immediately with one another, in particular by phone or videoconference. The Secretary General shall record the motions thus adopted in the form of minutes, which shall subsequently be sent to the members of the Board of Directors in the prescribed form.

   In exceptional situations, when immediate communication between Directors is not possible, other technological means may be used in order to record decisions. The written resolutions, signed and unanimously adopted by all Directors entitled to vote on these resolutions, have the same value as if they had been adopted during a Board of Directors’ meeting. These resolutions are kept with the minutes of the Organization.

86. **Resolutions**
   All decisions of the Board of Directors shall be presented in the form of written and numbered resolutions. They shall be recorded in the minutes, which are certified by the president or any other
person acting in his name, or by the secretary general, and then filed in the OWHC corporate record book. Once the minutes have been approved by the Board of Directors, they shall be made available to all the Members in good standing of the OWHC.

87. Adjournment
The President may, with the consent of the Majority of the Directors present, adjourn a meeting to another place, date and time without being required to give further notice of the meeting to the Directors. The Directors who were absent shall nevertheless be informed, as soon as possible, of the date, place and time of the subsequent meeting.

88. Validity
All decisions made during a meeting of the Board of Directors shall be valid even if there has been subsequent discovery and proof of the irregularity in the election or in the nomination of one or more Directors.

J. GENERAL SECRETARIAT

89. Composition
The General Secretariat is made up of the Secretary General of the OWHC and any administrative and technical personnel recruited by the Secretary General and that is required to ensure the efficient operation of the Organization. The Secretary General may appoint a Deputy Secretary General from among the General Secretariat staff. The General Secretariat shall report to the Board of Directors.

90. Remuneration
Unless their services are remunerated by a Member or one of its partners, the Secretary General and the personnel of the General Secretariat shall be salaried employees of the Organization.

91. International nature of activities
The activities of the General Secretariat are purely international in nature. The Secretary General and the personnel of the General Secretariat are accountable only to the OWHC. The Members are required to respect the international nature of the duties of the Secretary General and the personnel of the Secretariat and shall, under no circumstances, try to influence them in the discharge of their duties.
K. REGIONAL SECRETARIATS

92. Mission
The Regional Secretariats group together Members having cultural, linguistic or geographical affinities, and who share similar concerns and needs. Their mission is to make it possible for the Members to participate more extensively in the activities of the OWHC, to foster communication and the exchange of information amongst themselves and with the General Secretariat, to promote the development of the Organization and to bolster its presence and influence throughout the world. They shall organize activities intended to share and to promote the goals and the objectives of the Organization and to assist the General Secretariat in its activities by bringing it closer to its Members.

93. Request for approval
A group of Members in good standing of the OWHC from the same cultural, linguistic or geographical affinities may ask the Secretary General to submit to the Board of Directors a request for the creation of a Regional Secretariat.

94. Host city of a Regional Secretariat
The host city of each Regional Secretariat meeting the requirements for Regional Secretariat obligations shall be approved by a majority vote of the Members of each Regional Secretariat concerned.

A Majority of the member cities from an established Regional Secretariat may ask the Secretary General to submit to the Board of Directors a request for the moving of the seat of their Regional Secretariat.

95. Recognition
On the recommendation of the Secretary General, the Board of Directors may approve the creation of a Regional Secretariat or the moving of the seat of an established Regional Secretariat, issue a certificate of recognition and instruct the Secretary General to note its inscription to the register of the Regional Secretariats of the OWHC.

96. Legal framework
Because of their specific features, each of the Regional Secretariats may adopt the legal framework and functional structure that suits their needs. The latter must be approved by the Board of Directors. The members of each region must set up the seat of the Regional Secretariat in one of the Member cities in good standing of the region. Every four (4) years during the World Congresses at a regional meeting, each of the Regional Secretariats shall meet to confirm the mandates of the Regional Secretariat, or to choose a new one.
97. Members
   A Member in good standing of the OWHC may, if he so wishes, be part of one or more Regional Secretariats.

98. Obligations of the Regional Coordinator
   In all his actions, the Regional Coordinator shall promote the values and protect the interests of the OWHC. More specifically, he must inform the Secretary General before engaging in any activity that involves his Regional Secretariat, he shall send him a copy of any document intended for publication or public broadcast, and he shall report on his activities at the World Congresses of the Organization.

99. Annual meeting
   Each of the Regional Secretariats shall be called for a meeting by the Regional Coordinator or the Secretary General at least once a year. A special meeting may be called further to a request submitted in writing to the Regional Coordinator, with a copy to the Secretary General, by at least one third (1/3) of its Members in good standing.

100. Funding
   In addition to the financial support given by the General Secretariat, a Regional Secretariat shall ensure the funding required to carry out its activities.

101. Revocation of the recognition
   Upon the request of the majority of member cities of an established Regional Secretariat and/or upon the recommendation of the Secretary General, the Board of Directors may revoke the recognition of a Regional Secretariat and ask it to dissolve.

L. PROTECTION OF THE DIRECTORS AND OFFICERS

102. Disclaimer of responsibility toward the OWHC
   A Director or Officer acting or having acted on behalf of the OWHC shall not be held responsible toward the Organization for the acts, omissions, or decisions taken by him on behalf of the Organization, unless he failed to fulfill his mandate prudently, diligently, honestly and faithfully in the best interests of the Organization.

M. AUDITOR

103. Appointment of the auditor
   On the recommendation of the Board of Directors, the general assembly shall appoint an auditor for a mandate of a maximum duration of 3 years. Successive mandates may be given to the same auditor. The auditor must, among other duties, audit balance sheets and report to the Members.
104. Remuneration of the auditor
   The Board of Directors shall fix the remuneration of the auditor.

105. Independence of auditor
   The auditor must be independent from the OWHC.

106. End of auditor’s term
   The term of the auditor shall end upon his death, his resignation, his removal by the Directors or upon the expiry of his term.

N. INTERPRETATION

107. Decision
   Any decision concerning the interpretation of the by-laws shall be made at a general or special assembly by the Two-Third (2/3) majority.