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CERTIFICATE OF INCORPORATION
OF

THE INTERNATIONAL FEDERATION OF SETTLEMENTS
AND NEIGHBOURHOOD CENTRES, INC.

Under Section 402 of the Not-for-Profit
Corporation Law

The undersigned, natural persons over the age of eighteen years, for the purpose of forming a corporation pursuant to the Not-for-Profit Corporation Law of the State of New York (hereinafter referred to as the "Not-for-Profit Corporation Law") hereby certifies as follows:

1. NAME AND GENERAL OBJECTIVES

The name of the Corporation shall be "The International Federation of Settlements and Neighbourhood Centres, Inc." (hereinafter called "The Federation"). The Federation is a voluntary association of national, regional and local organizations working to strengthen communities in our society. The Federation aims to promote the empowerment of people to take responsibility for their future and improve the quality of life for themselves, their families and others in their local neighbourhoods and communities. The work of the Federation is based on the conviction that effective and lasting social and community development is only possible when it values the whole person and the dignity and diversity of all people.

2. GOVERNING LAW

2. The Federation described herein is a corporation as defined in Section 402(a)(5) of the Not-for-Profit Corporation Law. The Federation shall not be conducted or operated for profit and no part of the assets or net earnings of the Federation shall inure to the benefit of the members, directors, officers or any other individuals, nor shall any of the profits or assets of the Federation be used other than for the purposes of the Federation.

3. PURPOSES

The purposes of the Federation are:

- (a) to work towards the elimination of racial discrimination and the promotion of equality of opportunity and the promotion of good relations between persons of different ethnic origins;
- (b) to advance education of the public in such ways as the Federation thinks fit;
- (c) to relieve and assist persons who are afflicted by poverty, infirmity or other disability;
- (d) to provide social and recreational facilities for young people to further their physical, mental and spiritual development and welfare, that their conditions of life may be improved and that they may grow to full maturity as individuals and members of society.

4. POWERS

To attain the aforesaid objects the Federation shall have the following powers:

- (a) to encourage the formation and development of National Federations and Associations of Settlements and Neighbourhood Centers with the same purposes as the Federation;
- (b) to bring together in conference National Federations, Associations of Settlements and Neighbourhood Centers, other organizations and individuals engaged in Community Work;
- (c) to encourage and facilitate the exchange of Community Workers

between different countries;

- (d) to represent its membership in the work of appropriate international organizations, cooperating with them whenever possible, and interpreting their work and objectives to the membership of the various Federations, Associations, Settlements and Centers.
- (e) to employ and pay any person or persons to supervise, organize and carry on the work of the Federation and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (f) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (g) to arrange and to provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (h) to collect and disseminate information on all matters affecting the said objects and exchange such information with all other bodies having similar objects whether in this country or overseas;
- (i) to undertake, execute, manage or assist any charitable trusts which may be lawfully undertaken, executed, managed or assisted by the Federation;
- (j) to procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further the said objects;
- (k) to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights

and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Federation;

- (l) to make regulations for any such property which may be so required;
- (m) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation;
- (n) to accept gifts and borrow or raise money for the said objects on such terms and on such security as shall be thought fit;
- (o) to procure contributions to the Federation by personal or written appeals, public meetings or otherwise;
- (p) to invest the moneys of the Federation not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (q) To do all of the things permitted by Section 202 of the Not-for-Profit Corporation Law necessary and useful to fulfill and promote its purposes, provided, however, that notwithstanding any other provision of this Certificate of Incorporation, the Federation shall be, and is, organized exclusively for charitable, educational or scientific purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

- [r] Nothing herein shall authorize the Federation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in subsections (b) through (v) of Section 404 of the Not-for-Profit Corporation Law.
- [s] The Federation shall be considered a Type B Corporation as that term is defined in Section 201 of the Not-for-Profit Corporation Law.
- [t] No substantial part of the activities of the Federation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Federation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

5. LOCATION OF OFFICE

The office of the Federation is to be located in New York County and such other locations within or without the State of New York as the Board of Directors shall determine.

6. MEMBERSHIP

- [a] Members of the Federation shall be:
 - i. organizations which shall be known as Full Members
 - ii. organizations which shall be known as Affiliated Members
- [b] Full and Affiliated Members shall be those organizations, whether corporate or unincorporated, which will fulfill the conditions of membership prescribed by the Federation and which have paid the annual subscription as laid down from time to time by the Board of Directors.

Full Members shall be:

the various National Federations and Associations of Settlements and Neighbourhood Centers or similar bodies.

Affiliated Members shall be:

- [a] single Settlements and Neighbourhood Centers who are not members of a National or Regional Body in membership of the Federation;
- [b] single Settlements and Neighbourhood Centers who are members of a National or Regional Body which, as a Full Member of the Federation, has approved the separate membership of the Center. Such approval shall not be unreasonably withheld.

The Federation may from time to time exclude from membership any organization which does not fulfill the conditions of membership for the time being in force.

7. ASSOCIATES OF THE INTERNATIONAL FEDERATION

Individuals and Organizations which are not eligible for membership in the Federation but support its objects shall be eligible to become individual or corporate associates.

8. MEMBERSHIP MEETINGS

- [a] There shall be meetings of the members of the Federation which will have full powers to carry out the objects of the Federation.
- [b] Members of the Federation shall be represented at the meetings by:
 - i. two persons appointed by each Full Member
 - ii. one person appointed by each Affiliated Member

(c) Each Member shall advise the Executive Director of the Federation, annually, who their representatives will be.

(d) The Federation shall meet not less than once every two years. Not less than two months notice of all meetings shall be given, in writing, to all members by the Executive Director.

(e) The President or the Executive Director may at any time, at their discretion, and shall within four weeks of receiving a written request to do so signed on behalf of not less than one quarter of the member organizations having power to vote and giving reasons for the request, call a meeting of the Federation for the purposes of changing the Certificate, or of considering any matter referred to it by the Board of Directors, or for any other purpose.

(f) The business of a Federation meeting shall include:

- i. election of the Board of Directors;
- ii. admission of new members;
- iii. consideration of the report of the work done by or under the auspices of the Board of Directors and proposals for future policy;
- iv. consideration of the audited statements of accounts and proposed budgets.

(g) The Federation meeting shall have the power to elect individuals as Honorary Life Members.

9. THE BOARD OF DIRECTORS

(a) There shall be a Board of Directors whose duty it shall be to carry out the general policy laid down by the Federation and, subject to any conditions imposed from time to time by the Federation, to provide for the administration, management and control of

the affairs and property of the Federation.

(b) The Board of Directors shall consist of:

- i. up to thirteen members elected by and from the members of the Federation for a term of four years;
- ii. the immediate past president elected ex-officio;
- iii. not more than two additional persons, who may be co-opted by the Board of Directors to serve as voting members until the next election.

(c) The names and addresses of the persons to be the Federation's initial directors are as follows:

Dr. Bob Gwilliam
321 Chaplin Crescent
Apartment PH1
Toronto
Ontario M5P 1B2
Canada

Mr. Urho Loikkanen
Olavinkatu 33 A 17
57130 Savonlinna
Finland

Mrs. Emily Menlo Marks
United Neighborhood Houses
of New York
475 Park Avenue South
6th Floor
New York, NY 10016
U.S.A.

Mr. Oswin Correa
Kaya Seru Mahuma Street A-19
Curacao
Netherlands, Antilles

Mr. Yaron Sokolov
Israel Association of
Community Centers
Arledan Haneveem Street
Jerusalem 95103
Israel

Mr. John McNeill
SACRO
31 Palmerston Place
Edinburgh
EH12 5AT
United Kingdom

Ms. Martine Egelé
Fédération des Centres
Sociaux du Bas-Rhin
la Place des Orphelins
67000 Strasbourg
France

Mr. Niko de Jong
Vereniging Steunfuncties
Welzijn
De Twern
Poststraat 22-24
5038 DH Tilburg
Netherlands

Mr. Heraclio Henriguez
Federashon Sentronan di
Bario Korsou
Ronde Klipweg, P.O. Box 4418
Curacao
Netherlands Antilles

Mr. Jorma Reinimaa
Suomen Setlementtiliitto
Sturenkatu 11
00510 Helsinki
Finland

Mr. Herbert Scherer
Verband für sozial-
kulturelle Arbeit
Landesgruppe Berlin
Nikolsburger Platz 6
1000 Berlin 31
Germany

Mrs. Barbara Lowndes
23 Ashbrook Avenue
Denton
Manchester M34 2QJ
United Kingdom

Mrs. Carol Lubin
1095 Park Avenue
New York, NY 10128
U.S.A.

- [d] In the first election after the adoption of this Certificate seven members shall be elected to serve

a term of two years and six members shall be elected to serve a term of four years. Subsequently seven or six elected members shall retire at each election in accordance with their terms but shall be eligible for re-election subject to the conditions of Clause 9[e] hereof.

- [e] No elected member shall serve for more than three consecutive terms or the unexpired portion of one term and for two further consecutive terms. On expiry of such period one further year must elapse before any such member shall be eligible for re-election.
- [f] The President shall chair meetings of the Board of Directors but in his/her absence the senior Vice-President present shall take the chair.
- [g] The Board of Directors shall meet between meetings of the Federation at such frequency as it shall from time to time determine.
- [h] The Board of Directors may from time to time appoint sub-committees and shall determine their terms of reference, powers, duration and composition, including the number of places which may be filled by co-option. All acts and proceedings of the sub-committees shall be reported back as soon as possible to the Board.
- [i] Any vacancy among the membership of the Board of Directors may be filled in such manner that the Board may from time to time determine.
- [j] The proceedings of the Board of Directors shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any member.

- [k] The Board of Directors shall have power to appoint and dismiss a paid Executive Director and such other paid employees of the Federation as it may from time to time determine.
- [l] No paid officer of the Federation shall be eligible to serve as a member of the Board of Directors.

10. OFFICERS

- [a] At a meeting of the Board of Directors members present shall elect for a term of two years a President, Regional Vice-Presidents, a Secretary, a Treasurer, and such other Officers as the Board may from time to time determine.
- [b] In the event of an Officer of the Federation completing six years in any one office, he or she shall retire from that office and shall not again be eligible to be elected to it until a further year shall have elapsed.

11. OTHER COMMITTEES

The Board of Directors may from time to time appoint such Regional Groups and special or standing committees as may be deemed necessary, and determine their terms of reference, powers, duration and composition.

12. RULES OF PROCEDURE

- [a] At all meetings of the Federation, Full Members shall each have two votes and Affiliated Members shall each have one vote.
- [b] At meetings of the Federation, committees and sub-committees decisions shall be made by a simple majority of votes cast. In the event of an equality of votes the person chairing the meetings shall have a second or casting vote.

- [c] The quorum at a Federation Meeting shall be one quarter of the Full Members.
- [d] The quorum at meetings of the Board of Directors, other committees and subcommittees shall be one half of the members excluding co-opted members.
- [e] Minutes shall be kept of all meetings of the Federation, Board and all other committees and subcommittees.

13. BYE-LAWS

For the purposes of conducting the business of the Federation the Board of Directors shall have the power to adopt and issue Bye-laws. Such Bye-laws shall not be inconsistent with the provisions of this Certificate and shall come into operation immediately, but shall be subject to review at a Federation Meeting.

14. FINANCE

- [a] The Federation shall have power to raise money by means of affiliation fees from members, subscriptions from individuals or organizations, donations, legacies, deeds of covenant, grants-in-aid, loans and other sources.
- [b] The income and property of the Federation, whencesoever derived, shall be applied solely towards the charitable purposes of the Federation as set forth in this Certificate, and no portion thereof shall be paid directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Federation or any individual, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Federation or the repayment of out-of-pocket expenses.

IN WITNESS WHEREOF, we have made, signed and acknowledged this
Certificate of Incorporation this 9 day of August 1994.

Emily Menlo Marks
Mrs. Emily Menlo Marks
475 Park Avenue South
6th Floor
New York, NY 10016
U.S.A.

Carol R. Lubin
Mrs. Carol Lubin
1095 Park Avenue
New York, NY 10128
U.S.A.

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED THAT, on AUGUST 9TH 1994, before me
MICHAEL CAFARELLI a Notary Public authorized by law to take
acknowledgement of deeds, personally came Mrs. Emily Menlo Marks
and Mrs. Carol Lubin, the incorporators, who duly executed the
foregoing Certificate of Incorporation before me, and acknowledged
the same to be their actual deed, and that the facts therein stated
are true.

Commission Expires
Qualified in Bronx County
No. 03-4831840
Notary Public State of New York

Michael Cafarelli
Notary Public

MICHAEL CAFARELLI
Notary Public, State of New York
No. 03-4831840
Qualified in Bronx County
Commission Expires 6/30/96

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

Under Section 803 of the Not-For-Profit Corporation Law

Filed by:

Christian D. Jager, Esq.
Rosenman & Colin LLP
575 Madison Avenue
New York, New York 10022

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President and Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. do hereby certify and set forth:

1. The name of the Corporation is The International Federation of Settlements and Neighbourhood Centres, Inc.
2. The Certificate of Incorporation of The International Federation of Settlements and Neighbourhood Centres, Inc. was filed with the Department of State on August 9th, 1994. The Corporation was formed under the Not-For-Profit Corporation Law of the State of New York.
3. The International Federation of Settlements and Neighbourhood Centres, Inc. is a Corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a type B corporation under Section 201 of said law.
4. The Certificate of Incorporation of The International Federation of Settlements and Neighbourhood Centres, Inc. is hereby amended to effect a change in the provision relating to the Board of Director and to change the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him, pursuant to Section 801 of the Not-For-Profit Corporation Law. Paragraphs 9[b]i. And 18 of the Certificate of Incorporation are hereby amended, as follows:

9[b] The Board of Directors shall consist of:

- i. that number of members, not less than three, as set forth in the by-laws of the Federation and elected by and from the members of the Federation for a term as set forth in said by-laws.

18. The Secretary of State, pursuant to Section 402(a)(6) of the Not-For-Profit Corporation Law, is hereby designated as the agent of the Federation

upon whom process against it may be served and the post office address to which the Secretary of State shall send a copy of any process against the Federation served upon him or her, namely Menlo Mark, 70 West 36th Street (5th Floor), New York, New York, 10011-1001.

5. This amendment to the Certificate of Incorporation of The International Federation of Settlements and Neighborhood Centres, Inc. was authorized by the consent, dated October 6, 2000, of a majority vote of the members entitled to vote and two-thirds of the Full Members present and voting at the Federation meeting.

IN WITNESS WHEREOF, the undersigned has subscribed this Certificate of Amendment of the Certificate of Incorporation on this 22nd day of February, 2001, and affirm under penalties of perjury that the statements made herein are true.


President


Secretary

Subscribed and sworn to before S. Jan Goddard on February 22 2001


Notary Public

RESOLUTION
OF THE
FULL MEMBERS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

I, J. F. van der Lucht, Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. ("The Federation"), a New York Corporation, certify that at a meeting at which twenty-five (25) Full Members of the Federation were present, the following resolutions were adopted by the affirmative vote by ballot of a majority of Full Members entitled to vote and by at least two-thirds of the Full Members present:

RESOLVED, that, paragraph 9[b]i. of the Certificate of Incorporation of The Federation shall be amended to read as follows:

- [b] The Board of Directors shall consist of:
- i. that number of members, not less than three, as set forth in the by-laws of the Federation and elected by and from the members of the Federation for a term as set forth in said by-laws.

RESOLVED, that, paragraph 18 of the Certificate of Incorporation of The Federation shall be amended to read as follows:

18. The Secretary of State, pursuant to Section 402(a)(6) of the Not-For-Profit Corporation Law, is hereby designated as the agent of the Federation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against the Federation served upon him or her is: Emily Menlo Marks, 70 West 36th Street (5th Floor), New York York, NY 10018.

Witness my hand and seal of the corporation this 22nd day of February, 2001


Secretary

1994

**BYE-LAWS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS
AND NEIGHBOURHOOD CENTRES, INC.**

The following shall be the Bye-Laws for the management of the International Federation of Settlement and Neighbourhood Centres, Inc. [hereinafter called "The Federation"] and for the conduct of business at all meetings held in accordance with the Certificate of Incorporation.

1. MEMBERSHIP

- [a] Membership in the Federation is open to multi-purpose community-based organizations that subscribe to the Certificate of Incorporation and pay the membership fees.
- [b] There shall be no restriction on the number of national bodies from any particular country who may become Full Members of the Federation.
- [c] Application for membership shall be dealt with by the Board of Directors but the Federation shall have the right to review the membership of any organisation as laid down in the Certificate of Incorporation.
- [d] A national body, which is a Full Member of the Federation, may veto an application for membership by one of its own members, but shall have no other powers of veto.

2. MEMBERSHIP FEES

- [a] Payment of membership fees shall fall due on January 1st each year.
- [b] Any member unable to pay all or part of its fee at the due time must notify the Executive Director who will refer the matter to the Board of Directors for consideration.
- [c] The Board of Directors shall have the power to waive payment of all or part of a member's fee for one year only, if it is felt that there is significant justification for doing so.
- [d] Any member not paying its fee for two years without the agreement of

the Board of Directors shall cease to be a member of the Federation.

3. PROCEDURE FOR NOMINATIONS AND ELECTIONS

- [a] **Member Representatives**
In accordance with the provisions of the Certificate of Incorporation, each Full Member is entitled to two representatives and each Affiliated Member one representative. The names of the representatives must be notified to the Executive Director by January 1st each year. Representatives may be changed at any time, but such changes will not be recognised until notified in writing to the Executive Director.

- [b] **Officers**
In accordance with the provisions of the Certificate of Incorporation, the Officers of the Federation shall be elected at a meeting of the Board of Directors called for the purpose. Not more than one Regional Vice-President shall be elected for every IFS Region and this person will chair the Regional Group.

- [c] **Board of Directors**
In accordance with the provisions of the Certificate of Incorporation, the members of the Board of Directors shall be elected by the Federation. Every member of the Board of Directors shall be in charge of a specific area of responsibility. Invitations to nominate Board members will be circulated to all members of the Federation, by the Executive Director, at least two months before the date of the Federation Meeting at which the election will take place.

Nominations in writing must be received by the Executive Director before the meeting.

Nominations will be taken from the floor, if the number received before the meeting is insufficient.

4. FEDERATION MEETINGS

- [a] **Frequency of Meetings**
In accordance with the provisions of the Certificate of Incorporation, the Federation shall meet not less than once every two years. It shall be the responsibility of the Board of Directors to make arrangements for such meetings.
- [b] **Notice of Meetings**
At least two months' notice of a meeting shall be given to Federation Members by the Executive Director.
- [c] **Deputies**
A Deputy shall be eligible to attend a meeting of the Federation in a voting capacity providing such attendance has been notified to the Executive Director before the meeting.
- [d] **Observers**
Observers may, by invitation, attend meetings of the Federation in a non-voting role.

5. MEETINGS OF DIRECTORS

- [a] **Frequency of Meetings**
The Board of Directors shall normally meet at least four times in each year.
- [b] **Notice of Meetings**
At least two weeks' notice of a meeting shall be given by the Executive Director.
- [c] **Co-options**
Members co-opted to the Board of Directors, in accordance with the provisions of the Certificate of Incorporation, shall be appointed to serve until the next election. They shall be eligible for co-option again for a maximum of two more terms. The Board of Directors reserves the right to rescind the appointment of co-opted members at any time.

In addition to the two voting co-options, the Board of Directors can also co-opt non-voting members for specified tasks for one year

(renewable) to help address imbalances within the Board and promote equal opportunities.

- [d] **Sub-Committees**
The Board of Directors in accordance with the provisions of the Certificate of Incorporation may, from time to time, appoint sub-committees. The sub-committees shall keep minutes of all meetings and these shall be presented to the Board of Directors.
- [e] **Removal of Elected Members**
The Board of Directors shall have the power to unseat an elected member for good and sufficient reasons providing that the member has right of appeal to the Board of Directors.
- [f] **Vacancies on the Board of Directors**
In the event of a vacancy occurring among the elected members for whatever reason, the vacancy shall be filled for the remainder of the original member's term by the Board of Directors.
- [g] **Participation by Telephone**
Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- [h] **Observers**
Observers may, by invitation, attend meetings of the Board of Directors in a non-voting role.

6. FUNCTION OF THE EXECUTIVE DIRECTOR

The function of the Executive Director shall be that of manager and co-ordinator of the Federation and its relation with other agencies. The Executive Director shall prepare policy matters and carry out the

administration of the Federation in consultation with the Board of Directors. The Executive Director shall provide reports to the Board of Directors on his/her staff appointments shall be on the recommendation of the Executive Director and approved by the Board of Directors.

7. SUBMISSION OF RESOLUTIONS TO THE FEDERATION

- [a] **Resolutions from Members**
Resolutions, which shall be in writing, may be submitted by member organisations for the consideration of the Federation. Such resolution shall be submitted at least two months before the date of the meeting at which it will be considered. The resolution will be circulated to all members by the Executive Director at least six weeks before the meeting.
- [b] **Resolutions from the Board of Directors**
The Board of Directors shall have the power to submit resolutions to the Federation. These resolutions shall be circulated by the Executive Director to all members at least six weeks before the meeting.
- [c] **Amendments**
Amendments to resolutions may be sent in writing to the Executive Director before the meeting at which they may be taken from the floor.
- [d] **Seconders for Resolutions**
Because of the geographical distances involved it is not essential to obtain a formal seconder of a resolution before the meeting.
- [e] **Later Resolutions**
Resolutions submitted later than the stipulated date may be considered by the Federation if a majority vote so to do is obtained at the meeting.

8. PROCEDURE AT MEETINGS GENERALLY

Because of possible language dif-

fic difficulties, strict rules of will not be embraced at meetings. Members will be expected to conduct themselves in a reasonable manner and to show tolerance for the points of view of other

9. VOTING PROCEDURES

- [a] **At Federation Meetings**
Voting for elections, resolutions and amendments shall be by ballot. In the event of a tie, the person chairing the meeting shall have a second or casting vote. All Members shall be entitled to one vote each (even if only one delegate is present), and Affiliated Members shall be entitled to one vote each.
- [b] **At Board of Directors Meetings**
Voting at meetings of the Board of Directors shall be by a show of hands. In the event of a tie, the person chairing the meeting shall have a second or casting vote. Each Board of Directors Member shall have one vote.

10. Regional Structures

The Federation shall seek to develop regional structures in Europe, the Americas and other regions as membership grows. The aim of the Regional Groups is to co-ordinate and extend joint activities among community organizations throughout the Region; initiate the creation of new multi-purpose community-based organizations in the Region; promote meetings, exchanges and other relevant activities linking members in different countries within the Region.

11. EQUAL OPPORTUNITY

The Federation shall strive to preserve and strengthen the basic character and identity of the organization by:

- giving all persons an equal opportunity to contribute to the benefit from the Federation;
- defining open and clear pro-

cesses for democratic decision-making and promoting mutual respect;

- taking active measures to prevent any one group from exercising dominance through outlook, values, language, etc.;
- continually adapting policies and practices to reflect changes in the composition of the Federation's membership, audience and environment.

The Federation has the following mechanisms for determining and implementing the consequences of the Federation's equal opportunities objectives:

- an Equal Opportunities Action Group which recommends and implements appropriate action on all aspects of policy and practice;
- an Equal Opportunities Action Plan, approved by the Board of Directors, regularly updated by the Action Group and binding on all Federation bodies;
- an annual Equal Opportunities Progress Report from the Executive Directors giving a comprehensive view of progress against the Action Plan during the previous year.

12. MISCELLANEOUS

[a] Books

There shall be kept at the office of the Federation correct books of accounts of the activities and transactions of the Federation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bye-Laws, and all minutes of meetings of the Board of Directors.

[b] Fiscal Year

The fiscal year of the Federation shall be the calendar year ending December 31.

[c] Corporate Seal

The corporate seal shall be circular in form and have inscribed thereon the name of the Federation, the year of its organization, and the words "Corporate

Seal" and "New York". The seal shall be in the charge of the Secretary. If and when so directed by the Board, a duplicate of the seal may be kept and used by the Secretary or the Treasurer. The seal may be used by causing it or a facsimile thereof to be affixed or impressed or reproduced in any other manner.

13. INDEMNIFICATION

[a] Indemnity Under Law.

The Federation shall indemnify and advance the expenses of each person to the full extent permitted by the New York Not-For-Profit Corporation Law as the same now exists or may hereafter be amended.

[b] Additional Indemnification

(i) The Federation hereby agrees to hold harmless and indemnify each of its directors, officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Federation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a director or officer of

the Federation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a director, officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section [b] shall be paid by the Federation (i) if a judgement or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

(ii) The obligation of the Federation to indemnify contained herein shall continue during the period the Indemnitee serves as a director, officer, employee or agent of the Federation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a director or officer of the Federation or served at the request of the Federation in any capacity for any

other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(iii) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is not to be made against the Federation under this Section [b], notify the Federation of the commencement thereof; but the omission so to notify the Federation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section [b]. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Federation of the commencement thereof:

(1) The Federation will be entitled to participate therein at its own expense; and,

(2) Except as otherwise provided in the last sentence of this subpart (2), to the extent that it may wish, the Federation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee of its election so to assume the defense thereof, the Federation will not be liable to the Indemnitee under this Section [b] for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart (2). The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Federation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the

employment of counsel by the Indemnatee has been authorized by the Federation in connection with the defense of such action, (B) the Indemnatee shall have reasonably concluded that there may be a conflict of interest between the Federation and the Indemnatee in the conduct of the defense of such action, or (C) the Federation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnatee shall be borne by the Federation (it being understood, however, that the Federation shall not be liable for the expenses of more than one counsel for the Indemnatee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Federation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Federation or as to which the Indemnatee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (2).

(3) Anything in this Section 2 to the contrary notwithstanding, the Federation shall not be liable to indemnify the Indemnatee under this Section [b] for any amounts paid in settlement of any action or claim effected without its written consent. The Federation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnatee without the Indemnatee's written consent. Neither the Federation nor any such person will unreasonably withhold their consent to any proposed settlement.

(4) In the event of any threatened or pending action, suit or proceeding which may

give rise to a right of indemnification from the Federation to the Indemnatee pursuant to this Section [b], the Federation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnatee in defending such action, suit or proceeding, other than those expenses for which the Indemnatee is not entitled to indemnification pursuant to this Section [b]. The Federation shall make such payments upon receipt of (i) a written request made by the Indemnatee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Federation hereunder, and (iii) evidence satisfactory to the Federation as to the amount of such expenses. The Indemnatee's written certification together with a copy of the statement paid or to be paid by the Indemnatee shall constitute satisfactory evidence as to the amount of such expenses.

(5) The rights to indemnification and advancement of expenses granted to the Indemnatee under this Section [b] shall not be deemed exclusive, or in limitation of any other rights to which the Indemnatee may now or hereafter be entitled under the Not-for-Profit Corporation Law of the State of New York, the Federation's Certificate of Incorporation or otherwise under the Federation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or directors, any applicable law, or otherwise.

[c] Limitation

No amendment, modification or rescission of this Article 13 shall be effective to limit any person's right to indemnification with respect to any alleged cause

of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

14. AMENDMENTS TO THE BYE-LAWS

The present Bye-laws may be amended by the Board of Directors in accordance with the provisions of the Certificate of Incorporation, subject to review by the Federation. In any event they shall become effective immediately.

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

I, J.F. van der Luyt, Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. ("The Federation"), a New York Corporation, certify that at a meeting at which a quorum of the directors of The Federation were present, the following resolutions were adopted, in accordance with article 14 of the by-laws, by the affirmative vote of a majority of the directors present:

RESOLVED, that, article 3[a] of the by-laws of The Federation shall be amended by changing the last sentence which shall read as follows:

Representatives may be changed at any time, but notice of a change in representation for voting at general meetings of the membership must be submitted in writing to the Executive Director two days prior to the general meeting.

RESOLVED, that, article 3[c] of the by-laws of The Federation shall be amended by adding two sentences at the beginning of the first paragraph of article 3[c] of the by-laws which shall read as follows:

The Board of Directors shall be composed of the following:

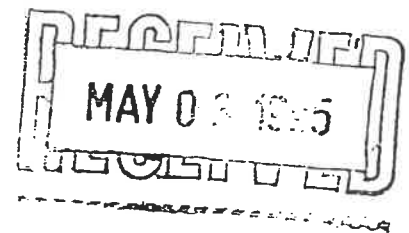
- 13 voting members elected by the membership
- the immediate past president as a voting ex-officio member
- 2 co-opted voting members appointed by the Board of Directors
- half of the Board members will be elected for a four year term at each bi-annual general meeting of the members

Members who are appointed representatives of full or affiliated member organizations can be nominated for election to the Board of Directors.

Witness my hand and seal of the corporation this 22nd day of February, 2001.


Secretary

IFS/100



STATE OF NEW YORK
DEPARTMENT OF LAW

DENNIS C. VACCO
Attorney General

120 BROADWAY
NEW YORK, NY 10271

PAMELA A. MANN
Assistant Attorney General in Charge
Charities Bureau

416-8430
416-8431

INTERNATIONAL FEDERATION OF SETTLEMENTS AND NEIGHB

FILE NO: 054691

475 PARK AVE SOUTH 6TH FL
NEW YORK NY 10016

YEAR ENDING: DECEMBER

TYPE: NON-PRIVATE CORPORATION

4/29/95

Dear Sir/Madam:

Your organization is now registered with the Charities Bureau of the NYS Department of Law as required under section 8-1.4 of the Estates Powers and Trusts Law.

YOUR ORGANIZATION HAS BEEN ASSIGNED THE FILE NUMBER LISTED ABOVE. PLEASE WRITE THIS FILE NUMBER ON ALL FUTURE CORRESPONDENCE, ANNUAL REPORTS AND CHECKS SUBMITTED TO THIS OFFICE.

YOUR REGISTRATION FILE HAS BEEN OPENED IN THE NAME AND ADDRESS LISTED ABOVE. If any of the information listed above is incorrect in any way, please send us a copy of this letter and note the corrections.

An annual report and filing fee are due from your organization within six months after the end of its fiscal year. The enclosed materials contain an explanation of the reporting requirements to which you are subject. The materials include the filing fee schedule; all checks should be made payable to the NYS Department of Law.

PLEASE NOTE THAT THIS LETTER IS SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF ALL INFORMATION LISTED IN THE HEADING IS CORRECT, NO RESPONSE TO THIS LETTER IS REQUIRED.

Very truly yours,

REGISTRATION SECTION
CHARITIES BUREAU

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

Under Section 803 of the Not-For-Profit Corporation Law

Filed by:

Christian D. Jager, Esq.
Rosenman & Colin LLP
575 Madison Avenue
New York, New York 10022

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President and Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. do hereby certify and set forth:

1. The name of the Corporation is The International Federation of Settlements and Neighbourhood Centres, Inc.
2. The Certificate of Incorporation of The International Federation of Settlements and Neighbourhood Centres, Inc. was filed with the Department of State on August 9th, 1994. The Corporation was formed under the Not-For-Profit Corporation Law of the State of New York.
3. The International Federation of Settlements and Neighbourhood Centres, Inc. is a Corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a type B corporation under Section 201 of said law.
4. The Certificate of Incorporation of The International Federation of Settlements and Neighbourhood Centres, Inc. is hereby amended to effect a change in the provision relating to the Board of Director and to change the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him, pursuant to Section 801 of the Not-For-Profit Corporation Law. Paragraphs 9[b]i. And 18 of the Certificate of Incorporation are hereby amended, as follows:

9[b] The Board of Directors shall consist of:

- i. that number of members, not less than three, as set forth in the by-laws of the Federation and elected by and from the members of the Federation for a term as set forth in said by-laws.

18. The Secretary of State, pursuant to Section 402(a)(6) of the Not-For-Profit Corporation Law, is hereby designated as the agent of the Federation

upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against the Federation served upon him or her is: Emily Menlo Marks, 70 West 36th Street (5th Floor), New York, New York, 10018.

5. This amendment to the Certificate of Incorporation of The International Federation of Settlements and Neighbourhood Centres, Inc. was authorized by the consent, dated October 6, 2000, of a majority vote of the members entitled to vote and two-thirds of the Full Members present and voting at the Federation meeting.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Amendment of the Certificate of Incorporation this 22nd day of February, 2001, and affirm under penalties of perjury that the statements made herein are true.



President



Secretary

Subscribed and sworn to before S. Tan Goldard on February 22, 2001



Notary Public

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

I, J. E. van der Luyt, Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. ("The Federation"), a New York Corporation, certify that at a meeting at which a quorum of the directors of The Federation were present, the following resolutions were adopted, in accordance with article 14 of the by-laws, by the affirmative vote of a majority of the directors present:

RESOLVED, that, article 3[a] of the by-laws of The Federation shall be amended by changing the last sentence which shall read as follows:

Representatives may be changed at any time, but notice of a change in representation for voting at general meetings of the membership must be submitted in writing to the Executive Director two days prior to the general meeting.

RESOLVED, that, article 3[c] of the by-laws of The Federation shall be amended by adding two sentences at the beginning of the first paragraph of article 3[c] of the by-laws which shall read as follows:

The Board of Directors shall be composed of the following:

- 13 voting members elected by the membership
- the immediate past president as a voting ex-officio member
- 2 co-opted voting members appointed by the Board of Directors
- half of the Board members will be elected for a four year term at each bi-annual general meeting of the members

Members who are appointed representatives of full or affiliated member organizations can be nominated for election to the Board of Directors.

Witness my hand and seal of the corporation this 22nd day of February, 2001.


Secretary

RESOLUTION
OF THE
FULL MEMBERS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS AND
NEIGHBOURHOOD CENTRES, INC.

I, J.F. van der Lugt, Secretary of The International Federation of Settlements and Neighbourhood Centres, Inc. ("The Federation"), a New York Corporation, certify that at a meeting at which twenty-five (25) Full Members of the Federation were present, the following resolutions were adopted by the affirmative vote by ballot of a majority of Full Members entitled to vote and by at least two-thirds of the Full Members present:

RESOLVED, that, paragraph 9[b]i. of the Certificate of Incorporation of The Federation shall be amended to read as follows:

- [b] The Board of Directors shall consist of:
- i. that number of members, not less than three, as set forth in the by-laws of the Federation and elected by and from the members of the Federation for a term as set forth in said by-laws.

RESOLVED, that, paragraph 18 of the Certificate of Incorporation of The Federation shall be amended to read as follows:

18. The Secretary of State, pursuant to Section 402(a)(6) of the Not-For-Profit Corporation Law, is hereby designated as the agent of the Federation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against the Federation served upon him or her is: Emily Menlo Marks, 70 West 36th Street (5th Floor), New York York, NY 10018.

Witness my hand and seal of the corporation this 22nd day of February, 2001


Secretary