

**CERTIFICATE OF INCORPORATION
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS
AND NEIGHBOURHOOD CENTRES**

**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, (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 neighborhoods 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

The Federation described herein is a corporation as defined in Section 102(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, not 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 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:
 - a. Organizations which shall be known as Full Members
 - b. Organization 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:

- a. 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:
 1. Two persons appointed by each Full Member
 2. 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 meeting 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:
 1. election of the Board of Directors;

2. admission of new members;
 3. consideration of the report of the work done by or under auspices of the Board of Directors and proposals for future policy;
 4. 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:
 1. up to thirteen members elected by and from the members of the Federation for a term of four years;
 2. the immediate past president elected ex-officio;
 3. 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.

Dr. Per Hensen
Askovgarden Settlementet
Korsgade 60
2200 Copenhagen N
Denmark

Mr. Yaron Sokolov
Israel Association of Community Centers
Jerusalem Mall, Malha
P.O. Box 31545
Jerusalem 91314
Israel

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

Ms. Martine Egele
Federation 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 Henriquez
Federashon Sentronan di Bario Korsou
Ronde Klipweg, P.O. Box 4418
Curacao
Netherlands Antilles

Mr. Jorma Reinimaa
Suomen Settlementiliitto
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 USA

- 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 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 sub-committees.

13. BY-LAWS

For the purposes of conducting the business of the Federation the Board of Directors shall have the power to adopt and issue By-laws. Such By-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.

- c. The Federation's year shall run from 1st January to 31st December. Once at least in every year the accounts of the Federation shall be audited by one or more qualified auditors.

15. DISSOLUTION

The Federation may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a meeting of the Federation of which three months notice in writing shall be sent to all members of the Federation. Such resolution may give instructions for the disposal of any assets held by or in the name of the Federation, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall be given or transferred to such other charitable institution or institutions exempt from tax under 501 (c) (3) of the Code and having purposes similar to some or all of the purposes of the Federation as the Federation may, with the approval of the Supreme Court of New York or other authority having charitable jurisdiction, determine.

16. AMENDMENTS TO THE CERTIFICATE

- a. A resolution proposing to alter this Certificate shall be received by the Executive Director at least three months before the Federation Meeting at which it is to be considered. Two months notice of the Federation Meeting shall be given in writing by the Executive Director to all members of the Federation and such notice shall specify the amendment proposed. An amendment shall require the approval of two-thirds majority of the Full Members present and voting at the Federation Meeting.
- b. No alteration shall be made to this Certificate which would cause the Federation to cease to be a tax exempt charity under 501 (c) (3) of the Code.

17. DURATION

The duration of the Federation shall be perpetual.

18. SERVICE OF PROCESS

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 Foundation served upon him or her is: Emily Menlo Marks, 475 Park Avenue South (6th Floor) New York, New York 10016.

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

Original signed by:

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

Mrs. Carol Lubin
1095 Park Avenue
New York, NY 10128
USA

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

BE IT REMEMBERED THAT, on _____ 1994, before me _____, 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.

Notary Public

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 ____ day of _____, 2001, and affirm under penalties of perjury that the statements made herein are true.

President

Secretary

Subscribed and sworn to before _____ on _____, 2001

Notary Public