



CFUW ONTARIO COUNCIL

Constitution and Bylaws

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CONSTITUTION

Article I – Name

The name of this organization shall be Canadian Federation of University Women Ontario Council (hereinafter called **CFUW Ontario Council**).

Article II – Purpose

1. Advocate for the advancement of the status of women, human rights and the common good in Ontario.
2. Promote cooperation, communication, networking, support and understanding among women.
3. Promote high standards of education in Ontario, lifelong learning and advanced study and research by women.
4. Encourage and enable women to apply their knowledge and skills in leadership and decision-making in all aspects of their lives.

BYLAWS

Section 1 – General

1.01 Statutory Basis

CFUW Ontario Council, a not-for-profit corporation incorporated under the Ontario Corporations Act (1990), enacts the following general bylaws governing CFUW Ontario Council, its management and operations, in accordance with the provisions of the Act and any regulations made under it, as amended or re-enacted from time to time.

1.02 Definitions

In this Bylaw, unless the context otherwise requires:

1. "Absolute Majority" means a number of votes totalling over fifty percent (50%) of eligible votes;
2. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
3. "Annual General Meeting" means the annual Members meeting of the Corporation;
4. "Biennium" means a period of two years;
5. "Board" means the board of directors of the Corporation;
6. "Board position" means one of the fourteen (14) Board seats: President, Secretary, Treasurer, Advocacy Chair, Communications Chair, Legislation Committee Chair, Education Committee Chair, Status of Women and Human Rights Committee Chair, and six (6) Regional Directors: one for each of Ontario North, Ontario South, Ontario West, Ontario Central, Ontario East, and Ontario Huron regions;
7. "Bylaws" means this bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;



8. "CFUW Ontario Council Club" means an Ontario non-partisan women's organization interested in furthering the purposes of CFUW Ontario Council. Upon Board approval this member has a vote. Hereinafter called 'Club';
9. "Corporation" means the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act, namely CFUW Ontario Council;
10. "Director" means an individual occupying the position of director of the Corporation by whatever name she is called; Directors are Members of the Corporation and Members of the Board;
11. "Eligible Voters" means designated representatives of Clubs in good standing, members of the board of directors, and Immediate Past President; all may vote at CFUW Ontario Council annual and special general meetings;
12. "Fiduciary Responsibility" means a legal obligation of a fiduciary (board member and board as a whole) to act in the best interest of the organization as in the Board is entrusted with the reputation, care of money and property of the organization;
13. "In Good Standing" means having paid any dues and liabilities in full and being in compliance with CFUW Ontario Council's Articles and Bylaws;
14. "Member" means a member of the Corporation, including the board and the CFUW Ontario Council Clubs;
15. "Members" means the collective membership of the Corporation;
16. "Members of clubs" means the individual members belonging to CFUW Ontario Council Clubs;
17. "Non-Partisan" means free from political party bias;
18. "Officer" means an officer of the Corporation. Officers include President, Secretary and Treasurer of CFUW Ontario Council;
19. "OC" means Ontario Council;
20. "Ordinary Motion" means a motion passed by a simple majority;
21. "Policy" means policy established via the Resolution process, used to express CFUW Ontario Council's position to the public, to governments and to partners;
22. "President" means President of Ontario Council. President is also Chair;
23. "Regional Director" means one of the six (6) elected CFUW Ontario Representatives: North, South, West, Central, East and Huron Regions;
24. "Resolution" means a motion to authorize or direct an action;
25. "Resolution process" means the method used to present the motions to authorize or direct an action;
26. "Simple majority" means a majority in which the highest number of votes cast for any one candidate, issue, or item exceeds the second-highest number, while not constituting an absolute majority.
27. "Special Motion" means a motion passed by a majority of not less than two-thirds (2/3) of the votes cast on that motion;
28. "Standard of Care" means degree of care an ordinary, reasonable and prudent person would exercise in given circumstances, used as a test of liability in cases of negligence;
29. "Voting by Ballot" means a method of voting that ensures the secrecy of the members' votes;



1.03 Interpretation

Other than as specified in Section 1.01, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.04 Severability and Precedence

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of three Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Responsibility

Every director and officer, in exercising his or her powers and discharging his or her duties to the corporation, shall,

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.02 Legal Compliance

Every director and officer shall comply with,

- (a) the Act and the regulations made under it; and
- (b) the Act or other instrument of incorporation of the corporation and the by-laws of the corporation.

Directors can be held liable for their actions in the event that they fail to meet an acceptable standard of care, act outside the scope of their authority or breach their fiduciary responsibility.

2.03 Code of Conduct

The Board speaks with one voice and therefore those Directors who have abstained or voted against a motion must adhere to and support the decision of a vote. Directors have a responsibility to understand their duties and obligations as Board members, including but not limited to, legal compliance, fiduciary responsibility and ethical behaviour practices.



2.04 Board Size and Positions

The Board shall consist of fourteen members: President, Secretary, Treasurer, Advocacy Chair, Communications Chair, Legislation Committee Chair, Education Committee Chair, Status of Women and Human Rights Committee Chair, and 6 Regional Directors: one for each of Ontario North, Ontario South, Ontario West, Ontario Central, Ontario East, and Ontario Huron regions.

2.05 Eligibility

A member of the Board shall be an individual member in good standing of a CFUW Ontario Council Club. Each nominee for a Board position, shall be nominated by a Club.

The nominee for President must have served at least one (1) term on the Ontario Council Board or in a leadership position with CFUW Ontario Council.

The nominee for Regional Director must reside in the region she represents, have CFUW leadership experience and shall be nominated and elected by the Clubs in that region.

The nominee for Treasurer must have a strong working background in finance and accounting.

The nominee for Secretary should have experience in board management and record keeping.

The nominee for Communications Chair should have experience in verbal, written and electronic communications, newsletters and online mailing list management.

The nominees for Advocacy, Legislation, Education and Status of Women and Human Rights Chairs should have experience in CFUW advocacy and in government relations.

2.06 Election and Term

The Directors shall be elected by the Members at the Annual General Meeting held at the end of the Biennium.

The term of office of the Directors (subject to the provisions, if any, of the articles) shall be two (2) years from the date of the annual meeting at which they are elected or appointed. Any Director may serve for a maximum of four (4) terms consecutively, and only two (2) terms in the same Board position or until the next annual meeting, or until their successors are elected or appointed.

2.07 Vacancies

The office of a Director shall be vacated:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
 2. if the Director dies or becomes bankrupt;
 3. if the Director moves out of the Province of Ontario or out of the Region in the case of a Regional Director;
- or



4. if the Director is found to be incapable of managing property by a court or under Ontario law.

On evidence of fraud, or an undisclosed conflict of interest, the Board, may by ordinary motion at a Board meeting, remove a director from office.

2.08 Removal of a Director

In accordance with the Act, the members may, by a special resolution passed by a two-thirds (2/3) majority of votes cast at a Members' meeting, of which notice specifying the intention to pass such a motion has been given, remove from office any director or directors, provided they are not Regional Directors.

Regional Directors are elected by a group of members that have an exclusive right to elect the director and may be removed only by a resolution passed by a two-thirds (2/3) majority of the votes cast by the members of that group at a Members' meeting, of which notice specifying the intention to pass such a resolution has been given.

2.09 Filling Vacancies

A vacancy on the Board, except for a Regional Director vacancy, shall be filled as follows:

1. A quorum of Directors may fill a vacancy among the Directors by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
2. If a quorum of Directors does not exist, there must be an election by the Members to fill the vacancy at a special meeting of the Members.

Regional Directors are elected by a group of members that have an exclusive right to elect the director. A Regional Director vacancy shall be filled by the Members eligible to vote for that Regional Director position.

Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the powers of the Board so long as quorum of the Board remains in office.

2.10 Committees

Standing Committees shall include:

- a) Finance;
- b) Resolutions;
- c) Governance;
- d) Advocacy;
- e) Education;
- f) Legislation and
- g) Status of Women and Human Rights.



Subject to the limitations on the delegation set out in the Act, the Board may establish such other Committees including special committees, adhoc committees and advisory groups, as it determines are necessary for the execution of the Board's responsibilities.

The Board shall determine the composition and terms of reference including its mandate, powers and membership requirements for any such committee. The Board may dissolve any committee by ordinary motion at any time.

Each Committee or advisory group shall be responsible to and report to the Board in such manner as the Board directs. The President or her designate shall be an ex-officio member of each Committee.

2.11 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties as per the CFUW Ontario Council Financial Policies.

Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by motion passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this Bylaw.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the motion fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board shall meet at least three times between annual general meetings. The minutes from all Board meetings shall be made available to the Member Clubs upon request.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this bylaw to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present and none objects to



the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

3.04 Chair for Meetings

The President shall act as meeting chair and preside at Board meetings. The President can delegate the chairing of the Board meetings to another Board Member. In the absence of the President, or a delegation by the President, the Board Members present shall choose one of their number to act as the chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes cast. In case of an equality of votes, the President shall not have a second or casting vote.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.07 In Camera Meetings

Meetings held in camera may be necessary if the agenda concerns personnel or privacy issues. These minutes shall not be available to Member Clubs.

3.08 Quorum

A majority of the Board shall constitute a quorum for any meeting of the Board.

Section 4 – Financial

4.01 Banking

The Board shall by motion from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.



Section 5 – Officers

5.01 Officers

The Board Officers shall include the President, Treasurer and Secretary. The Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.03 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Officers

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune which may happen in the execution of the duties of her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and Bylaws; and



2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Board Member who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Board Member shall attend any part of a meeting of Board Members or vote on any motion to approve any such contract or transaction.

The disclosure by a Board Member of a conflict of interest and the absence of the Board Member from voting shall be recorded in the minutes of the relevant meeting. The Board Member who absents herself due to a conflict of interest shall be included in determining the quorum for the meeting.

Section 8 – Membership

8.01 Members of the Corporation

Members of the Corporation shall be the CFUW Ontario Council Clubs, the CFUW Ontario Council Immediate Past President and the Board Directors. A membership in the Corporation is not transferable, must be in good standing, and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.02 CFUW Ontario Council Club Membership

CFUW Ontario Council Club Membership is open to Ontario non-partisan clubs who are interested in furthering the purposes of CFUW Ontario Council and who have applied and been accepted for membership by an ordinary motion of the CFUW Ontario Council Board. Upon Board approval this member has one vote.

CFUW Ontario Council Clubs, who were Members as of January 1, 2019, may retain membership until withdrawal as long as they remain in good standing. If a Member does not remain in good standing they will be required to proceed with a Membership Application as defined in 8.03.

8.03 Membership Application (allowed under OCA and ONCA)

1. Annual Membership
 - a. Subject to 8.02, a club is eligible to be an Annual Member where the club pays to the Corporation the annual membership fee as defined by Club Dues in 8.07, in an amount determined from time to time by ordinary motion of the Membership at the Annual Members Meeting;
 - b. At the time of the payment of the fee in paragraph (a) the club must:



- i. support and promote the purposes of the Corporation
 - ii. have completed, signed and submitted the Membership Application as approved by the Board
 - c. Any annual membership in the Corporation shall be effective from April 1st to March 31st.
2. A member shall not be entitled to vote at any meetings of the Corporation unless the membership was approved by the Board and the membership fee was paid in full at least sixty (60) days prior to the meeting.
3. Each application for a membership in the Corporation must be in a form prescribed by the Directors of the Corporation for the then current year and must be received by the Board no later than December 31st of each year in order to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in its sole discretion in accordance with Section 8.02. The Application shall contain:
 - (i) The membership qualifications set out in 8.03 (a);
 - (ii) A statement by the applicant that they have read the membership qualification and that they meet all of the requirements set forth therein; and
 - (iii) The applicable membership dues.

8.04 Voluntary Withdrawal from Ontario Council Membership

A CFUW Ontario Council Member shall notify the President of CFUW Ontario Council in writing of its intention to withdraw from CFUW Ontario Council and include a cheque for all outstanding CFUW Ontario Council dues and liabilities.

8.05 Member Code of Conduct

Members have a responsibility to understand and follow ethical behaviour practices. CFUW Ontario Council Members will uphold the reputation and good standing of the CFUW Ontario Council and act with integrity and respect for others.

8.06 Disciplinary Act or Loss of Membership for Cause (allowed under ONCA)

1. Upon thirty (30) days' written notice to a Member, the Board may pass a motion authorizing disciplinary action or the termination of membership for violating provisions of the Articles or Bylaws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the thirty (30) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
3. If a CFUW Ontario Council Member has an individual member who violates the provisions of the Articles or Bylaws, the individual member's club will be responsible to resolve the issue. CFUW Ontario Council



Members will be accountable for their individual member's conduct as it pertains to these Articles and Bylaws.

8.07 Ontario Council Member Club Dues

1. CFUW Ontario Council Member Clubs shall pay annual, non-refundable, per capita dues calculated on the basis of the current year's club membership as of the date specified by motion of the Board.
2. A member who belongs to more than one CFUW Ontario Council Club shall only pay Ontario Council annual dues to one of the Clubs.
3. Annual CFUW Ontario Council Member Club per capita dues shall be set at the Annual General Meeting.
4. Written notice outlining any proposed change to the CFUW Ontario Council Member Club per capita dues shall be sent to all Clubs at least 45 days before the Annual General Meeting.
5. If Member Dues are not paid in full by the date specified the Member may lose their Membership in the Corporation and all associated Membership rights.

Section 9 - Members' Meetings

9.01 Annual General Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the approved financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors if required;
7. consideration and approval of Ontario Council Policy for advocacy related activity, if any;
8. consideration and approval of any Article or Bylaw amendments, if any; and
9. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Board may call a special meeting of the Members. The Board shall convene a special meeting of the Members on written requisition of not less than ten percent (10%) of the Member Ontario Clubs for any purpose connected



with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within forty-two (42) days from the date of the deposit of the requisition.

9.03 Election of Directors

When there is more than one candidate for a Director position the candidate receiving the largest number of votes shall be declared elected.

All Board Directors shall be elected for a two (2) year term by ordinary motion at a CFUW Ontario Council annual general meeting.

9.04 Notice

Not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.05 Quorum

A quorum for the transaction of business at a Members' meeting is thirty percent (30%) of the Clubs entitled to vote at the meeting and a majority of Board Members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 Voting Delegates

Each club shall designate one of its individual members in good standing as its voting delegate and shall notify CFUW Ontario Council of the name of its voting delegate, prior to the start of an annual or special general meeting. Each voting delegate has a single vote.

9.07 Proxies

Clubs unable to have a voting delegate at Members' meeting shall be entitled to vote by proxy through any Regional Director. A Regional Director may carry, in addition to her own vote, the vote of a Club, using a letter authorizing the proxy vote signed by two (2) of the Club's Board Members. No person shall cast a proxy vote on any subject without prior instruction.

Board Directors will not be allowed to vote by proxy if they are unable to attend.

9.08 Chair of the Meeting



The President or her designate, who shall be a Board Director, shall be the chair of the Members' meeting. If there is no designate, the Members present at any Members' meeting shall choose another Board Member as chair and if no Board Member is present or if all of the Board Members present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.09 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes cast unless otherwise required by the Act or the Bylaw provided that:

1. motions can only be put forward by those who are entitled to vote on the matter;
2. each Member shall be entitled to one vote at any Members' meeting;
3. Board Members shall be entitled to one vote at any Members' meeting in which they are present;
4. the Immediate Ontario Council Past President shall be entitled to one vote at any Members' meeting in which they are present and remain members in good standing;
5. votes shall be taken by a show of hands among all present if the meeting is held in person;
6. an abstention shall not be considered a vote cast;
7. before the vote has been taken on any question, the chair of the meeting may require, or any Member may demand, voting by ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
8. if there is a tie vote, the chair of the meeting shall require a ballot, and shall not have a second or casting vote. If there is a tie vote upon ballot, the motion is lost; and
9. whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a motion has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.10 Participation by Telephone or Other Communications Facilities

A Member may participate in a Members' meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

9.11 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Board Members, the Ontario Council Immediate Past President, auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting.

The following persons are also entitled to attend Members' Meetings as observers:

1. individual members of CFUW Ontario Council Clubs,
2. individual members of CFUW Clubs outside of Ontario.



9.12 Policy

Policies are adopted by Ordinary Resolution or Emergency Resolution. Members will be given no less than ninety (90) days notice for Ordinary Resolution and twenty-one (21) days for Emergency Resolution as per the CFUW Ontario Council Resolution process. Any Member of CFUW Ontario Council, Ontario Council Standing Committee or the Board may sponsor a Resolution that is provincial in scope, following the procedure and timetable set out by the OC Board. Resolutions must align with the Purpose of the CFUW Ontario Council.

Ordinary Resolution and Emergency Resolution acceptance shall be decided by a two-thirds (2/3) majority of votes cast.

If an Emergency Resolution is first introduced at the annual general meeting it will require a four-fifths (4/5) majority of votes cast to be eligible for final acceptance by the Members.

9.13 Adjournments

The chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Board Member or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Board Member at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Board Member known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting. Diligence in serving notice as per 10.01 is required.



Section 11 - Adoption and Amendment of Bylaws

11.01 Amendments to Bylaws

The Members may from time to time amend this bylaw by a two-thirds (2/3) majority of the votes cast.

11.02 Amendment Process

Proposed amendments and amendments to the amendments must be received by the President by the dates set by the Board in the year of the Annual General Meeting at which the vote is to be taken as per the CFUW Ontario Council Policies.

Section 12 – Dissolution and Disbursement of Funds

In the event of the impending dissolution of CFUW Ontario Council, **distribution of** all of the assets remaining after payment of liabilities shall be **proposed** by the Board and ratified by a majority of the membership votes cast.

Section 13 – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern CFUW Ontario Council meetings in all cases to which they are applicable and in which they are not inconsistent with the Act, these Articles, Bylaws and any special rules of order which CFUW Ontario Council may adopt.

Enacted on the ___ day of _____, 20__.

President, CFUW Ontario Council

Secretary, CFUW Ontario Council



Schedule A - Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's and Corporation's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities. Report regularly to the Membership on issues relevant to the Membership of the Corporation.

Board Conduct

Set a high standard for Board conduct and enforce policies and Bylaws concerning Directors' and Members' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for the Board.

Committee Membership

Serve as member on all Board committees.



Schedule B - Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual general meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.



Schedule C - Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Executive committee. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the Bylaws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.