



## Revised Bylaws Questions & Answers March 2019

1. Given that this revision was necessary to ensure compliance with provincial legislation, should all member clubs also conduct similar reviews of their own bylaws to ensure compliance? Will we need to hire legal counsel to help us with this?

*Answer: If your club or scholarship fund is incorporated under the Ontario Corporations Act or the Canada Corporations Act then ensuring your bylaws are compliant with these Acts, is a good idea. If your club is not incorporated, then your bylaws are not held to these legal standards, but many of the suggested practices in the Ontario Corporations Act might serve your Club well.*

2. Ontario Council is considered a "corporation" under the provincial law. Are each of the member clubs also considered to be corporations?

*Answer: Ontario Council is incorporated - meaning it is a registered corporation with the government of Ontario and as such must abide by provincial legislation. Member clubs are entirely separate entities and are corporations only if they are legally incorporated with the provincial or federal government.*

3. Under Section 2.07, point 2., can you explain the significance of the term "bankrupt" as used in this context?

*Answer: Bankrupt in the sense of legally declaring bankruptcy. You cannot be a director of any board if you are in bankruptcy as per the Act. As a director you are accountable for the financial well being of a corporation.*

4. Could the connection with CFUW National be made a little clearer? e.g. why not mention that they will promote the policies and programs of CFUW, and present briefs about these policies?

*Answer: The Ontario Council advocacy policies are comprised of Ontario Council approved advocacy policies and CFUW approved advocacy policies.*

*Additionally, Ontario Council is a separate legal corporate entity and as that entity, not a legal member of CFUW National. Councils are created by clubs. Ontario Council as an entity does not have membership rights such as voting at a CFUW National meeting. However, legally speaking, every individual CFUW club is a member of CFUW National.*

5. Why not leave the dissolution clause the way it was so that funds would go to the Charitable Trust Fund of CFUW?



*Answer: It was advised by legal counsel to keep the dissolution clause generic in nature and flexible so that a decision could be made by the membership in the event of dissolution. This is in keeping with rights of the membership.*

*While the bylaws draft in Section 12 in the first draft reads 'shall be decided by the Board and ratified by a majority of the membership', the bylaws committee's intention was to use the words 'shall be proposed by the Board and ratified by a majority of the membership'. The word 'proposed' replaces 'decided' in the corrected copy of the Revised Bylaws.*

6. Why not have a Vice President and a Past President on the Board?

*Answer: The Immediate Past President was not a member of the OC Board in the past and is not a position required by legislation. At the present time, there is no role or job for a past president on the board. The legislation does not require an appointment of a Vice President position and was not a separate elected director position in the past with OC Boards. The time required for either of these positions did not require a separate board director position.*

7. Will appointments to boards be ratified by the general membership at an AGM, either in person or electronically?

*Answer: Filling Director Vacancies' details are outlined in 2.09 and includes elections at AGM's.*

8. Why are the committees not required to report to the general membership at an AGM?

*Answer: All board positions including standing committee chairs provide reports at an AGM and are found in the CFUW Ontario Council Annual Report.*

9. Will the Board make minutes of Board meetings available to the general membership on a website?

*Answer: As per the Ontario Corporations Act legislation, Board meeting minutes are not required to be made available to the membership. Given our past practices at Ontario Council, Board minutes will be made available upon request.*

10. Isn't serving for 4 terms, or a total of 8 years, a bit long. Should the board not change more frequently, so that terms might be a total of 2 or 3 terms (4 or 6 years) consecutively?

*Answer: Board turnover is a good governance practice. The proposed term limits were based on OC past-history and the desirability of controlled continuity and use of organizational memory.*



11. Why is the term 'advisory group' used in Section 2.10 Committees?

*Answer: Ontario Council uses advisory groups in addition to committees. Currently there are advisory groups used for advocacy work such as the child care advisory group, the poverty advisory group, and the water issues advisory group.*

**Bylaws Corrections:**

Through the conversations on the Bylaws Conference Call, held March 22 @ 11 am, four corrections were made to the Bylaws document. Three of these were deemed corrections because they do not change the interpretation of the paragraphs in which they were found and are deemed misses or typographic errors. The fourth was a recommendation by the group and agreed to since it had been the intention of the bylaws committee to use 'proposed'.

Corrections include:

- A. Paragraph 1.02 - Definitions - part 10 – Definition of Director – removed the words 'he or'
- B. Paragraph 2.10 – insert phrase 'advisory group' in first paragraph to be consistent with third paragraph
- C. Section 12 - Insert the phrase 'distribution of' – made grammatically correct
- D. Section 12 – replaced word 'decided' with 'proposed'

Further Corrections (March 25):

- E. Paragraph 1.02 – Definitions – part 6 – Board position – insert 'six' (6) instead of '6'
- F. Paragraph 1.02 – Definitions – part 23 – Regional Director – insert 'elected' and reorder the regions to match part 6.
- G. Paragraph 2.10 – Committees – first sentence – replace 'Board' with 'Standing'