



CFUW Ontario Council Constitution and Bylaws **Proposed Amendments 2022**

Preamble

CFUW Ontario Council is an Ontario not-for-profit corporation, established under the Ontario Not-for-Profit Corporations Act (ONCA). As such, it is legally governed by the following documents:

1. The provisions of the new ONCA and associated regulations,
2. Its Letters Patent, as was issued by Ontario Ministry of Government Services, which are now known as Articles of Incorporation
3. Its Bylaws,
4. The parliamentary authority: Robert's Rules of Order Newly Revised current edition

These are listed in order, starting with the most authoritative. So, for example, if there is a conflict between the Bylaws and the Articles of Incorporation, then the Articles of Incorporation will take precedence. The ONCA supersedes them both. CFUW OC's documents should be clear about this hierarchy and should not unnecessarily duplicate information between them. Doing so complicates their interpretation as well as creates confusion and additional work when one or the other need to be amended.

The *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)* was proclaimed in force on October 19, 2021. To comply with ONCA, it is not sufficient to adopt compliant bylaws; Ontario Council's Articles of Incorporation must also comply with ONCA. At this time, there are no necessary revisions to the Articles of Incorporation. The Bylaws revision that OC conducted in 2018-2019, contemplated many of the ONCA requirements and as a result this year's bylaw amendment exercise will be less onerous to bring Ontario Council's bylaws into compliance with the Act.

The following Bylaw amendments are proposed by the Bylaws Committee and the CFUW Ontario Council Board of Directors in order to bring our Bylaws document in alignment with ONCA.

Proposal 1

Motion to Amend by striking “Constitution” and Articles I and II; and by inserting after Bylaws new sections 1.01 and 1.02; and by renumbering remaining provisions of section 1.

Existing Language	If Adopted
<p>CONSTITUTION Article I – Name The name of this organization shall be Canadian Federation of University Women Ontario Council (hereinafter called CFUW Ontario Council).</p> <p>Article II – Purpose</p> <ol style="list-style-type: none"> 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." 	<p>“BYLAWS Section 1 – General 1.01 Name The name of the organization shall be Canadian Federation of University Women Ontario Council, hereinafter referred to as CFUW Ontario Council.</p> <p>1.02 Purposes</p> <ol style="list-style-type: none"> 1. Advocate for the advancement of the status of women, human rights and the common good. 2. Promote cooperation, communication, networking, support and understanding among women. 3. Promote high standards of education, 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.”

Rationale

As described in the preamble, CFUW OC’s documents should be clear about the hierarchy between the Articles of Incorporation and the Bylaws. They should not unnecessarily duplicate information between them. The use of the term “Article or Articles” in a bylaws document is confusing because it makes it difficult to differentiate between bylaw “articles” and the Articles of Incorporation. Going forward, all bylaw provisions will be referred to as “sections”, thereby eliminating the confusion between documents and bylaw provisions.

Proposal 2

Motion to Amend Existing 1.02 Definitions, 22. President by Striking “. President is also Chair” and inserting “, and the Chair for purposes of the ONCA and throughout these bylaws.” after “Council President”

If adopted, the bylaw would read:

“President’ means the CFUW Ontario Council President, and the Chair for the purposes of ONCA throughout these bylaws.”

Existing 1.02.22	If adopted
“President” means President of Ontario Council. President is also Chair;	“President” means President of Ontario Council, and the chair for purposes of the ONCA and throughout these bylaws.

Rationale:

ONCA requires a ‘Chair’ office and for clarity the Chair is the President of Ontario Council.

Proposal 3

Motion to Amend Section 2.07 Vacancies by Striking existing 2.07 and inserting new 2.07.

Existing 2.07	If Adopted
<p>2.07 Vacancies The office of a Director shall be vacated:</p> <ol style="list-style-type: none"> 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. <p>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.</p>	<p>2.07 Vacancies The office of a Director shall be vacated:</p> <ol style="list-style-type: none"> 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. 5. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director’s term of office.

Rationale: ONCA. Section 25(1) describes the ways that a Director ceases to hold office. These ways cannot be deleted or varied and no additional ways can be added. These amendments bring the document into compliance.

Proposal 4

1. Motion to Amend Section 2.08 Removal of a Director by striking 2.08 and inserting new 2.08.

Existing 2.08	If Adopted
<p>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.</p> <p>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.</p>	<p>2.08 Removal of a Director In accordance with the Act, the members may, by an ordinary motion passed by a 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.</p> <p>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 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.</p>

Rationale: this is a change brought in by ONCA and must be made to comply with legislation.

Proposal 5

Motion to Amend Section 2.09 Filling Vacancies by inserting new 2.09.3

Existing Bylaw	If adopted
<p>2.09 Filling Vacancies A vacancy on the Board, except for a Regional Director vacancy, shall be filled as follows:</p> <ol style="list-style-type: none"> 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. <p>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.</p> <p>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.</p>	<p>2.09 Filling Vacancies A vacancy on the Board, except for a Regional Director vacancy, shall be filled as follows:</p> <ol style="list-style-type: none"> 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. 3. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director’s term. <p>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.</p> <p>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.</p>

Rationale: this addition was suggested in the ONCA materials and will add clarity to this section.