



M W O N L

# MULTICULTURAL WOMEN'S ORGANIZATION OF NEWFOUNDLAND & LABRADOR



# BY-LAWS

**MULTICULTURAL WOMEN'S  
ORGANIZATION OF  
NEWFOUNDLAND & LABRADOR**

**BY-LAWS**

**Effective 2021/01/18**

MWONL is a provincial based voluntary, non-profit organization providing professional, gender-based, culturally competent, comprehensive services to meet the diverse needs of immigration women and families. The organization was established in 1982. We deliver programs and services to all age groups that facilitate the integration and full participation of immigrant women and newcomer women and their families in the community.

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<b>Article 1 – Definitions</b>	<b>6</b>
Section 1.1- Definitions	6
<b>Article 2 – Name</b>	<b>8</b>
Section 2.1 - Name	8
Section 2.2 – Use of Abbreviation “MWONL”	8
<b>Article 3 – Head Office Location</b>	<b>8</b>
Section 3.1 – Head Office Location	8
<b>Article 4 – Mission, Objectives</b>	<b>8</b>
Section 4.1 – Mission	8
Section 4.2 – Objectives	9
<b>Article 5 – Membership &amp; Fees</b>	<b>9</b>
Section 5.1 - Definition of Member	9
Section 5.2 – Application for Membership	9
Section 5.3 – Power of Board to Levy a Membership Fee	9
Section 5.4 – Member in Good Standing	9
Section 5.5 – Revocation of Membership	9
Section 5.6 - Other Membership Categories	10
<b>Article 6 – Voting Rights and Procedures</b>	<b>10</b>
Section 6.1 - One Vote Per Member	10
Section 6.2 – Manner of Voting	10
Section 6.3 – Proxy Voting Prohibited	10
Section 6.4 - Effect of a Tie Vote	10
<b>Article 7 – Annual General Meeting &amp; Other Special Membership Meetings</b>	<b>10</b>
Section 7.1 - Requirement to Convene an Annual General Meeting	10
Section 7.2 – Purpose of an AGM	11
Section 7.3 – Notice of AGM	11
Section 7.4 – Quorum	11
Section 7.5 – Procedure for Non-Quorum Situation	11

Section 7.6 – Right of the Board to Convene Special Membership Meetings	11
Section 7.7 – Right of the Membership to Request a Special Membership Meeting	12
Section 7.8 – Right of Membership to Convene Special Membership Meeting	12
<b>Article 8 – Board of Directors</b>	<b>12</b>
Section 8.1 – Establishment of Board of Directors to Govern Corporation	12
Section 8.2 – Eligibility to be a Director	12
Section 8.3 – Method of Director Nominations	12
Section 8.4 – Board Capacity to Make Policy Re Elections	12
Section 8.5 – Term of Office	13
Section 8.6 – Filling Director Vacancies	13
Section 8.7 – Removal of Director Due to Non-Attendance	13
Section 8.8 – Removal of Director Due to Egregious Behavior	13
Section 8.9 – Leave of Absence	14
Section 8.10 – Appointment and Status of an Executive Director/CEO	14
<b>Article 9 – Officers of the Board</b>	<b>14</b>
Section 9.1 – Officers of the Board	14
Section 9.2 – Term of Office	14
Section 9.3 – Duties of Officers	14
Section 9.4 - Filling of Vacancies of Officers	15
<b>Article 10 – Board of Directors Meetings</b>	<b>16</b>
Section 10.1 - Minimum Requirement for Meetings	16
Section 10.2 – Calling of Meetings	16
Section 10.3 - Quorum	16
Section 10.4 – Notice of Meeting	16
Section 10.5 – One Vote per Director	16
Section 10.6 – Voting by Proxy Prohibited	16
Section 10.7 – Meeting by Teleconference or Other Appropriate Communications Technology	16
Section 10.8 – Board Meeting Requested by Directors	16
<b>Article 11 – Powers of the Board</b>	<b>17</b>

Section 11.1 – General Powers and Capacity of the Board	17
<b>Article 12 – Committees</b>	<b>17</b>
Section 12.1 – Capacity of Board to Appoint & Direct Standing Committees	17
Section 12.2 - Capacity of Board to Appoint & Direct Ad Hoc Committees	17
Section 12.3 – Right to Appoint External Committee Members	18
<b>Article 13 – Fiscal Period</b>	<b>18</b>
Section 13.1 – Fiscal Period	18
<b>Article 14 – Bonding and Indemnification</b>	<b>18</b>
Section 14.1 – Right to Require Bonding of Directors & Staff	18
Section 14.2 – Requirement to Indemnify Directors	18
Section 14.3 – Right to Purchase Director & Officer liability Insurance	19
<b>Article 15 – Board of Director Conflict of Interest</b>	<b>19</b>
Section 15.1 – Requirement of Director to Declare Conflict of Interest	19
Section 15.2 – Requirement of Director to Notify Board of Possibility of Conflict of Interest	19
Section 15.3 - Requirement of Director to Notify Board of Another's Possible Conflict of Interest	19
Section 15.4 – Standard to be used when Considering Matters of Conflict of Interest	20
Section 15.5 – Board Capacity to Make Policy Re Conflict of Interest	20
<b>Article 16 – Resolutions</b>	<b>20</b>
Section 16.1 - Sponsors of Resolutions	20
Section 16.2 – Duty of Board to Issue Call for Resolutions & Notify Members of any Policies	20
Section 16.3 – Special Resolution Required to Amend Articles & Certain By-Laws	20
Section 16.4 – Incidental Resolutions	20
Section 16.5 - Board Capacity to Make Policy Re Resolutions	21
<b>Article 17 – Rules of Procedure</b>	<b>21</b>
Section 17.1 - Rules of Procedure	21
<b>Article 18 – Distribution of Surplus at Dissolution</b>	<b>21</b>
Section 18.1 – Right of Corporation to Distribute Any Surplus at Dissolution	21
<b>Article 19 – By-Law Amendments</b>	<b>21</b>

Section 19.1 – Supermajority Requirement for Amendments	21
Section 19.2 – Notice Requirements to Members for By-law Amendments	21
<b>CERTIFICATION AND SIGNATURES</b>	<b>22</b>

## Article 1 – Definitions

### Section 1.1- Definitions

In these by-laws, the following terms have the following meaning (any other terms not specifically defined here shall have the meaning as per the most modern version of the Concise Oxford English Dictionary:

- a) **“Act”** means the **Corporations Act**, RSNL 1990, c. C-36, of the province of Newfoundland Labrador, as amended from time to time or any subsequent statute that may be enacted thereafter as its successor statute;
- b) **“Ad-hoc committee”** refers to any committee temporarily established by the Board for a specific task or objective and dissolved upon completion of the task or achievement of the objective.
- c) **“Articles”** means the formal documents/forms submitted to the Government of Newfoundland and Labrador pursuant to the Act to legally document the creation of a corporation. In the case of a not-for-profit (corporation without share capital), that is Form 1a which includes the name of the Corporation, location of head office, minimum and maximum number of Directors, name, contact information and signatures of initial incorporators. In addition, Schedule “A” (Restrictions on Activities) and Schedule “B” (Share Capital and Distribution of Corporate Property) are submitted. Finally, Form 3 (Notice of Head Office and Form 6 (Notice of Directors) must be submitted.
- d) **“Board”** means the Board of Directors of Multicultural Women's Organization of Newfoundland and Labrador (MWONL).
- e) **“Bonding insurance”** or “bonding” refers to a way of insuring against financial loss caused by lack of competence or fraud or dishonesty by any official of the Corporation. A director or employee who does not have a criminal record or is not a high risk to commit a criminal offence would be normally bondable. Bonding insurance ensures that the Corporation will be reimbursed by the insurance company any funds taken through fraud or embezzlement.
- f) **“By-laws”** refers to a legal document consisting of a set of governing rules, duly approved by the members of the Corporation. Such rules are authorized and prescribed by the Act. By-laws are subordinate to the Act and the Articles.
- g) **“Corporation”** means the Multicultural Women's Organization of Newfoundland and Labrador as incorporated under the Act.
- h) **“Director”** means any Board of Director of the Corporation.
- i) **“Director & Officer Liability Insurance”** often called D & O Policy refers to insurance that provides financial protection for directors and officers of the Corporation in the event they are sued in conjunction with the performance of their duties as they relate to the corporation.

- j) **“Dissolution”** refers to the termination of the legal existence of the Corporation. Dissolution may be precipitated by several means, including failure to abide by the Act, bankruptcy or a voluntary dissolution decision by the members and directors of the Corporation.
- k) **“Ex Officio”** refers to the status of membership of a person in one body (typically a committee) by virtue of their status or position on another body (President of the Board). In the context of these by-laws, it refers to the right of the President to attend and participate in any committee meetings but NOT have an official vote at said meeting.
- l) **“Fiscal period”** sometimes called financial period or budget period is the period or duration of time in which the Corporation collects revenue, spends money and provides an accounting of all of its financial transactions to its membership. It is normally a 12-month period or fiscal year and for this Corporation the fiscal period will be a one-year fiscal period as referenced in Article 13.
- m) **“Indemnification”** or **“to indemnify”** refers to the legal obligation to reimburse or pay any and all related costs of any actual or threatened legal proceedings arising from the actions or omissions of Directors and Officers of the Corporation in the exercise of their duties and responsibilities of the Corporation. An indemnification clause in a set of by-laws protects board members from liability by having the organization agree to covering legal fees and other costs associated with legal action against a board member. This indemnification covers board members only when they have acted with due diligence and in good faith and NOT when they have knowingly caused harm.
- n) **“Member”** means any individual as referenced in Article 5. As per the definition in Section 2(dd) of the Act, the term “shareholder” includes the “member” of a corporation to which Part XXI applies except where inconsistent with that Part.
- o) **“Ordinary Resolution”** refers to a resolution requiring a majority of at least 50% plus 1 of the votes cast in order to be adopted.
- p) **“Province”** refers to the province of Newfoundland and Labrador.
- q) **“Proxy”** or “proxy voting” refers to the ability of a member of the Corporation to be delegated the right to vote for another absentee member at a AGM or Special Membership Meeting of the Corporation.
- r) **“Quorum”** refers to the minimal number of officers or members of the Corporation or Board or committee (usually a majority) required to be present for the valid transaction of business.
- s) **“Resolution”** is a main motion formally expressed in writing, adopting an official statement of opinion or authorizing or directing some action and normally used to address matters of importance and significance. Resolutions can be brought forward by the Board of Directors or the member of an organization and are typically done at an annual general meeting. They have two (2) parts: 1) the preamble, which is a list of reasons for adoption, with each reason in a separate paragraph beginning with the term “Whereas;” 2) the resolving clause(s), which outline the specific action(s) to be taken, beginning with the phrase “Be It Resolved.”



- t) **"Special Resolution"** refers to a resolution requiring a majority of at least 2/3 of the votes cast in order to be adopted.
- u) **"Special membership meeting"** refers to any general membership meeting other than the AGM, convened as per Article 7.6, 7.7 and/or 7.8.
- v) **"Standing committee"** refers to any committee established by the Board through either a specific by-law or policy that operates on an ongoing and/or annual or biennial basis to deal with ongoing and major activities within the Corporation.
- w) **"Term of Office"** refers to the limited length of time (1,2 or 3 years) that a member serves in an elected position, whether it be as a Director or Officer of the Board.

## Article 2 – Name

### Section 2.1 - Name

The name of the organization shall be the **Multicultural Women's Organization of Newfoundland and Labrador Inc.** and shall hereafter be referred to as the Corporation. The name should be used on all correspondence and documents issued by the Corporation.

### Section 2.2 – Use of Abbreviation "MWONL"

The abbreviation "MWONL" may be used to reference the Corporation.

## Article 3 – Head Office Location

### Section 3.1 – Head Office Location

As per the Articles, the head office and registered address of the Corporation shall be on St. John's in the Province of Newfoundland and Labrador or as amended from time to time.

## Article 4 – Mission, Objectives

### Section 4.1 – Mission

MWONL exists to ensure equality and full participation of newcomer, immigrant and visible minority women within the province of Newfoundland and Labrador.

## **Section 4.2 – Objectives**

The objectives of the Corporation are:

- a) To identify and respond to the needs of multicultural women in terms of cultural, social, economic and educational areas within the Province;
- b) To improve the status of immigrant and visible minority women within the Province;
- c) To act as an advocate and raise awareness on all issues that have an impact on immigrant and visible minority women.
- d) To partner with all levels of government, public and private institutions to develop and implement effective policies of the Corporation.

## **Article 5 – Membership & Fees**

### **Section 5.1 - Definition of Member**

Membership shall be open to all immigrant women, visible minority women and to any other women residing in the Province who are interested in promoting the objectives of the Corporation.

### **Section 5.2 – Application for Membership**

Application for membership may be made in writing or on form prescribed from time to time by the Board and shall be approved by a majority vote of the Directors at a duly convened meeting of the Board.

### **Section 5.3 – Power of Board to Levy a Membership Fee**

From time to time, the Board shall have the right to levy a membership fee and every person admitted to membership shall pay such fees.

### **Section 5.4 – Member in Good Standing**

A member in good standing is a member who has paid any required membership fees three (3) months prior to the date of the Annual General Meeting.

### **Section 5.5 – Revocation of Membership**

Any individual membership may be revoked by a majority vote of the Board if, in the opinion of the Board, a member has not complied with the terms and conditions of membership or is

deemed to no longer support the aims and objectives of the Corporation or for non-compliance with Section 5.3 of these by-laws.

### **Section 5.6 - Other Membership Categories**

The Board may establish, from time to time, other non-voting categories of membership such as Associate or Honorary membership along with any fees, conditions and privileges thereto.

## **Article 6 – Voting Rights and Procedures**

### **Section 6.1 - One Vote Per Member**

Each individual member in good standing, as per Article 5.4, is entitled to one (1) vote on all matters at any AGM or Special Membership Meeting of the Corporation.

### **Section 6.2 – Manner of Voting**

Every question submitted to a vote at any AGM or Special Membership Meeting of the Corporation shall be decided by voice or showing of hands.

### **Section 6.3 – Proxy Voting Prohibited**

Voting by proxy is not permitted under any circumstance.

### **Section 6.4 - Effect of a Tie Vote**

Should the resulting vote on a question put forward at a general or special meeting of the Corporation be a tie, the resolution/motion shall be considered lost.

## **Article 7 – Annual General Meeting & Other Special Membership Meetings**

### **Section 7.1 - Requirement to Convene an Annual General Meeting**

As per Section 217(a) of the Act, the Board shall convene an AGM of the Corporation within fifteen (15) months of the end of holding the last preceding AGM of the Corporation. The date, time and location of said meeting shall be determined by the Board.

### **Section 7.2 – Purpose of an AGM**

Subject to these by-laws, the purpose of the AGM is to receive and adopt the financial and other Board reports for the previous year, to elect the Board of Directors, and to conduct such other business related to the aims and objectives of the Corporation that would ordinarily require the permission and/or direction of the membership. As required by Section 265(1) of the Act, appointment of auditor will also take place.

### **Section 7.3 – Notice of AGM**

As per Section 218(2) of the Act, notice with respect to the date, time and place of the AGM shall be sent to the membership via letter or e-mail or other appropriate communication forms at least twenty-eight (28) calendar days prior to the date of the meeting. If issued by mail, notice shall be deemed given when deposited in the Canada Post mail. If issued by e-mail, notice shall be deemed given from the date sent by sender.

### **Section 7.4 – Quorum**

The quorum for any AGM or other Special Membership Meeting of the Corporation shall be a total of at least twenty (20) members of the Corporation in good standing as defined in Articles 5.1 and 5.4.

### **Section 7.5 – Procedure for Non-Quorum Situation**

Should there not be the required quorum at the designated start time of a duly constituted AGM, the President or other presiding Officer has the authority to delay the start time by up to one (1) hour to allow for the contacting and securing of enough additional members to attend and satisfy the quorum requirement. In the event, a quorum cannot be attained by the one-hour deadline, an alternate date not less than fourteen (14) clear calendar days later will be immediately set at which time whatever number of members are present shall constitute a quorum. Members not in attendance at the initial session shall be notified of the alternate date at least seven (7) days prior to the meeting. All business transacted at the meeting on the alternate date shall be valid and binding, whatever the number of members present.

### **Section 7.6 – Right of the Board to Convene Special Membership Meetings**

The Board may convene a Special Membership Meeting for any purpose at any time it deems necessary and, in doing so, shall follow the rules and procedures with respect to notice and quorum as outlined in Articles 7.3 and 7.4 respectively.

**Section 7.7 – Right of the Membership to Request a Special Membership Meeting**

The Board shall also convene a Special Membership Meeting at the signed written petition of no less than ten (10) members of the Corporation. The petition shall clearly state the purpose of the meeting and only such business shall be transacted at the meeting as is specified in the petition. Upon receipt of the petition, the Board shall convene a Special Membership Meeting within thirty (30) calendar days of receipt of the written petition. All members shall be notified, as per Section 7.3, of the date, time, place and express purpose of said meeting, at least fourteen (14) calendar days prior to the date of the meeting.

**Section 7.8 – Right of Membership to Convene Special Membership Meeting**

Should the Board fail to convene the Special Membership Meeting as per Article 7.7, then the members whose names appear on the petition shall have the power to convene such a meeting subject to the notification and quorum rules as outlined in Articles 7.3 and 7.4 respectively.

**Article 8 – Board of Directors**

**Section 8.1 – Establishment of Board of Directors to Govern Corporation**

In between AGMs and/or Special Membership Meetings of the Corporation and subject to these by-laws, the affairs of the Corporation shall be governed by a Board of Directors consisting of ten (10) persons who shall be elected by the members participating in a duly convened Annual General Meeting of the Corporation.

**Section 8.2 – Eligibility to be a Director**

Any and all members of the Corporation who are members in good standing as per Section 5.4 of these by-laws are eligible for election as a Director.

**Section 8.3 – Method of Director Nominations**

A member may be nominated for the position of Director by being listed as a nominee in a Nominating Committee report, or by being nominated by another member in good standing at an AGM, or by a self-nomination at an AGM.

**Section 8.4 – Board Capacity to Make Policy Re Elections**

Subject to these by-laws, the Board may, from time to time, devise and enact such policies, procedures, and protocols as are necessary to conduct a fair, efficient and democratic election, including, but not limited to, such matters as nominations, candidate representations to the

membership, ballot form & function, ballot collection, ballot counting & disposition, and election result reporting.

### **Section 8.5 – Term of Office**

The term of office of all Directors shall be for three (3) years, except for those chosen to fill vacancies, in which case, Section 8.6 shall apply.

### **Section 8.6 – Filling Director Vacancies**

Where vacancy occurs in a Director position on the Board, said vacancy shall be filled as follows:

- a) In the case of death or resignation, removal due to non-attendance or inability to assume duties after an approved leave of absence, the Board may appoint another member, in good standing, of the Corporation to fill that vacancy until the next AGM where there shall be an election to fill the vacancy for the remainder of the term.
- b) In the case of removal due to egregious behavior, the vacancy shall be filled by the members through an election at the special membership meeting at which the said Director was removed. If the vacancy cannot be filled in this manner, the Board may fill the vacancy as per Article 8.5(a) above.

### **Section 8.7 – Removal of Director Due to Non-Attendance**

A Director who is absent from three (3) consecutive Board meetings without just cause **may** be removed from the Board by a majority vote of the Board with the resulting vacancy being filled as per Section 8.6.

### **Section 8.8 – Removal of Director Due to Egregious Behavior**

As per Section 179 of the Act and subject to these by-laws, a Director (including an Officer), who in the opinion of the Board, no longer subscribes to the aims and objectives of the Corporation, or violates the conflict of interest guidelines outlined in these by-laws, or refuses to or is unable to perform her duties, or commits some egregious act, may be removed from the Board by a majority vote of the members on a proposed resolution on removal by the Board at a duly convened meeting of the Corporation. A copy of the proposed resolution outlining the reason(s) for removal must be provided to the Director by the call of the special membership meeting and the Director in question shall be afforded an opportunity to address the allegation against her either, orally or in writing, at the special membership meeting.

### **Section 8.9 – Leave of Absence**

If for reasons of health, work commitments or other reasonable personal circumstances, a Director/Officer is unable to perform his/her duties, the said Director/Officer may apply for one (1) leave of absence from the Board for a period up or equal to six (6) months. Such leave of absence must be requested in writing and receive majority approval by the Board attending a duly constituted Board meeting. If the Board member is unable to resume his/her duties at the end of the leave of absence, she will be removed from the Board as per these by-laws. During the period of the leave of absence and for the purposes of quorum and voting requirements, the number of Board members shall be considered as one (1) less than at the time of the granting of the leave of absence.

### **Section 8.10 – Appointment and Status of an Executive Director/CEO**

The Board may appoint/hire an Executive Director/CEO of the Corporation who shall be considered as an Officer of the Corporation.

## **Article 9 – Officers of the Board**

### **Section 9.1 – Officers of the Board**

The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer who shall be elected by a majority vote of the directors at the first duly constituted Board meeting after the AGM in which they were elected.

### **Section 9.2 – Term of Office**

The term of office for all elected officers shall be for a one-year term and shall be eligible to re-offer upon expiration of their term. The previous officers of the Corporation shall remain in office until new officers are elected at a duly elected as per Article 9.1.

### **Section 9.3 – Duties of Officers**

Subject to these by-laws, the duties of the elected officers shall be:

- a) **President**: The President shall generally be responsible to ensure that the Board properly and efficiently exercises its role and responsibility to administer and direct the affairs of the Corporation between AGMs. She shall call and preside at all meetings of the Corporation and the Board. She shall generally represent the Corporation and shall sign all legal and formal documents on behalf of the Corporation, including being a co-signer on any bank accounts. She shall ensure that all by-laws are complied with and

shall also perform such other duties as are usually incidental to this office or as may be required, from time to time by, by the Board. The President shall be an ex-officio member of any and all committees.

- b) **Vice-President**: The Vice-President shall work very closely with the President and shall be ready to assist in the discharge of her duties. She shall assume the duties of the President in her absence or inability to act. She shall act as the parliamentarian of the Board and be prepared to advise on matters of rules of conduct pertaining to board or membership meetings. She shall be responsible for planning and organizing a Board education/training program as well as conducting a periodic Board evaluation. She shall also perform all other duties as may be required, from time to time, by the Board. The Vice-President automatically assumes the office of President upon the death, resignation, approved leave or removal of the President.
- c) **Secretary**: The Secretary shall ensure that an accurate record is kept of all Board and membership meetings. She shall also maintain and keep current a membership register and ensure that adequate notification is given for all general and special membership meetings and board meetings. She shall ensure that all appropriate forms and reports are submitted to Registry of Companies so the Corporation remains in good standing under the Act.
- d) **Treasurer**: The Treasurer shall provide leadership and oversight on the financial state of the organization. She shall ensure that there are proper accounting systems in place to record all receipts and expenditures. She shall ensure that all financial statements and reports are being prepared and be prepared to present such reports at Board and/or membership meetings. In conjunction with the Executive Director, she shall prepare and present an annual budget for approval by the Board. She shall be the Chair of a Finance Committee should the Board establish one and be prepared offer advice and recommendations to the Board on any and all financial matters and policies. Finally, she shall also perform all other duties as may be required, from time to time, by the Board. The Secretary-Treasurer, with the approval of the Board, share and/or delegate some of these duties with an appropriate staff person but remains ultimately responsible that the duties are being carried out.

#### **Section 9.4 - Filling of Vacancies of Officers**

A vacancy occurring in the position of President shall be filled by the Vice-President. Vacancies in the positions of Vice President, Secretary and Treasurer shall be filled by and within the Directors.



## **Article 10 – Board of Directors Meetings**

### **Section 10.1 - *Minimum Requirement for Meetings***

The Board shall meet at least eight (8) times in every calendar year and, beyond that, as often as is required to properly conduct the affairs of the Corporation.

### **Section 10.2 – *Calling of Meetings***

Meetings of the Board shall normally be at the call of the President or may be set, from time to time, by the Board.

### **Section 10.3 - *Quorum***

A simple majority (50% plus one) of the directors shall constitute a quorum for the conduct of business at any Board meeting.

### **Section 10.4 – *Notice of Meeting***

Subject to these by-laws and unless a schedule of board meetings has been set by the Board as per Section 10.2, notice of a Board meeting shall be given by the Secretary or President via telephone, mail or e-mail at least five (5) calendar days prior to the date of the meeting.

### **Section 10.5 – *One Vote per Director***

Each Director shall have one (1) vote at a Board of Directors meeting.

### **Section 10.6 – *Voting by Proxy Prohibited***

Directors shall not vote by proxy.

### **Section 10.7 – *Meeting by Teleconference or Other Appropriate Communications Technology***

Subject to these by-laws and as per Section 188(1) of the Act, a Board meeting may be convened via a telephone conference call or any other electronic telecommunications technology that will permit all persons participating in the meeting to be able to hear and communicate with each other.

### **Section 10.8 – *Board Meeting Requested by Directors***

Subject to these by-laws, a special meeting of the Board shall be convened subsequent to a written request by at least four (4) Directors. If a Board meeting is not convened within

fourteen (14) calendar days of receipt of the written request, any member of the Board may convene the meeting. Any business transacted at such a duly constituted Board meeting shall be valid and binding.

## **Article 11 – Powers of the Board**

### **Section 11.1 – General Powers and Capacity of the Board**

In between AGMs and Special Membership Meetings, the Board has full power and authority to administer and direct the affairs of the Corporation within the scope explicitly and implicitly prescribed by the Act, by other provincial and federal statutes and laws, by the Articles of Incorporations, by the By-Laws of the Corporation, and by the direction and instruction given by the members of the Corporation through duly approved resolutions or decisions from a AGM or Special Membership Meeting.

## **Article 12 – Committees**

### **Section 12.1 – Capacity of Board to Appoint & Direct Standing Committees**

The Board may, from time to time, appoint any standing committee (such as Executive, Finance, Audit, etc.) that it deems necessary to carry out the objectives of the Corporation. The term of office of all standing committees shall be for one (1) year or less if so determined by majority vote of the Board. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, composition, chairperson, specific function and duties, minimum meeting requirements, reporting requirements, power and authority and required resources. Unless otherwise delegated by the Board, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval.

### **Section 12.2 - Capacity of Board to Appoint & Direct Ad Hoc Committees**

The Board may, from time to time, appoint any ad-hoc committee (a committee formed for a specific task or objective and dissolved upon completion of the task or achievement of the objective) that it deems necessary to carry out the objectives of the Corporation. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, detailed description of the task and/or objective to be undertaken, general timelines, composition, chairperson, minimum meeting requirements, reporting requirements, power and authority, any required resources, and budget. Unless otherwise delegated by the Board, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval.

### **Section 12.3 – Right to Appoint External Committee Members**

The Board may appoint committee members from outside the membership of the Corporation but the Chairperson of any committee shall be a Director of the Corporation.

## **Article 13 – Fiscal Period**

### **Section 13.1 – Fiscal Period**

The fiscal period of the Corporation shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup> of the following year.

## **Article 14 – Bonding and Indemnification**

### **Section 14.1 – Right to Require Bonding of Directors & Staff**

The Board **may** ensure that sufficient bonding insurance is carried on an ongoing basis for the Treasurer, all signing officers and any others, including staff, in the Corporation who may be involved in the handling of funds of the Corporation.

### **Section 14.2 – Requirement to Indemnify Directors**

Subject to the provisions of Section 44 of the Act, every Director and Officer of the Corporation, his or her heirs, executors, administrators, and estates and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges, and expenses whatever, that such Director or Officer sustains or incurs in or about any action, suit, or proceeding, that is brought, commenced, or prosecuted, against the Director or Officer, for, or in respect of any act, deed, omission, matter or thing whatever, made, done, or permitted, by the Director or officer, in or about the execution of the duties of his or her office; and
- b) All other costs, charges, and expenses, that the Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are incurred as a result of a Director's or Officer's own wilful neglect or default.

### **Section 14.3 – Right to Purchase Director & Officer liability Insurance**

To enhance and ensure the protection of Directors and Officers generally provided under Section 14.2, the Board **shall** ensure that sufficient indemnification insurance (Director & Officer Liability Insurance) is carried on an ongoing basis.

## **Article 15 – Board of Director Conflict of Interest**

### **Section 15.1 – Requirement of Director to Declare Conflict of Interest**

Any Director who has a financial, personal or other official interest in, or conflict (or any appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will declare to the Board the conflict of interest and voluntarily excuse herself and vacate her seat and shall not participate in any discussions or vote on the said matter.

### **Section 15.2 – Requirement of Director to Notify Board of Possibility of Conflict of Interest**

Any Director who suspects that she may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Board of the potential conflict of interest giving the details and circumstances of said potential conflict. The Board member shall then excuse herself and vacate her chair and shall not participate in or be privy to any further discussions. Then, by majority vote, the remaining Directors shall come to a final determination on the validity of the potential conflict of interest situation.

### **Section 15.3 - Requirement of Director to Notify Board of Another's Possible Conflict of Interest**

Any Director who feels that another fellow Director may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the President of such potential conflict of interest. The President shall then notify the Director (in the position of potential conflict of interest) that she has been cited as being in a potential conflict of interest and that during the meeting at which the pending matter is to be discussed, she will be given an opportunity to address the question of conflict of interest. Once the matter of potential conflict of interest has been addressed by the Director in question, she shall be asked to vacate her seat and take leave of the meeting, at which point, the remaining Directors shall, by majority vote, come to a final determination of the validity of the potential conflict of interest.

#### **Section 15.4 – Standard to be used when Considering Matters of Conflict of Interest**

When a Director and/or the Board as a whole is giving consideration to whether a particular set of circumstances constitutes a conflict of interest, the commonly accepted standards and principles of conflict of interest for non-profit Directors of the time should be the context of that consideration.

#### **Section 15.5 – Board Capacity to Make Policy Re Conflict of Interest**

The Board may, from time to time and subject to these by-laws, develop specific policies on the matter of conflict of interest of Directors or of staff.

### **Article 16 – Resolutions**

#### **Section 16.1 - Sponsors of Resolutions**

Subject to these by-laws, resolutions for consideration at a AGM or Special Membership Meeting may be submitted by the Board or by any member of the Corporation.

#### **Section 16.2 – Duty of Board to Issue Call for Resolutions & Notify Members of any Policies**

Subject to these by-laws, the Board shall, at the time of the first AGM notice and to allow members' compliance with any by-law notices, issue a general call for resolutions and notify all members of any and all policies and procedures related to the format, submitting, processing and dispensing of said resolutions at an AGM or Special Membership Meeting.

#### **Section 16.3 – Special Resolution Required to Amend Articles & Certain By-Laws**

Subject to these by-laws and for matters that are fundamental and significant to the genesis and nature of the Corporation, submission of a "Special Resolution" is required in order to consider amendments to certain Articles and by-laws.

- a) For the Articles: Any information contained in Articles of Incorporation, Form 1A and Schedule "A" which includes: Name, Place of Registered Office, Minimum & Maximum Number of Directors, and Purpose & Objects of the Corporation.
- b) For the By-Laws: All amendments to any Articles or subsections.

#### **Section 16.4 – Incidental Resolutions**

Any resolution of an incidental nature, which does not affect policies, by-laws, or operations of the Corporation, may be introduced during the AGM without prior notice.

### **Section 16.5 - Board Capacity to Make Policy Re Resolutions**

The Board may, from time to time, devise and enact such policies, procedures, and protocols as are necessary for the democratic, efficient and effective consideration and disposition of all resolutions.

## **Article 17 – Rules of Procedure**

### **Section 17.1 - Rules of Procedure**

The conduct and procedures of any meetings shall be governed by the most recent edition of *Robert's Rules of Order* or, alternatively, *Roberta's Rules of Order*.

## **Article 18 – Distribution of Surplus at Dissolution**

### **Section 18.1 – Right of Corporation to Distribute Any Surplus at Dissolution**

Consistent with Section 430(1) of the Act, upon the dissolution of the Corporation, the Corporation shall, after paying all its debts and liabilities, distribute any remaining capital or financial assets to one or more non-profit and/or charitable organizations, in the Province, with similar purposes or that provides a general benefit to the community.

## **Article 19 – By-Law Amendments**

### **Section 19.1 – Supermajority Requirement for Amendments**

These by-laws may be amended by Special Resolution requiring a two-thirds (2/3) majority vote of the members participating in a AGM or Special Membership Meeting.

### **Section 19.2 – Notice Requirements to Members for By-law Amendments**

All members of the Corporation shall be notified, by mail or e-mail, of any proposed amendments at least twenty-one (21) calendar days prior to the AGM or Special Membership Meeting at which the proposed amendment is to be considered.

### CERTIFICATION AND SIGNATURES

These By-Laws were **ADOPTED** and **ENACTED** as the revised By-Laws of the Multicultural Women's Organization of Newfoundland and Labrador (MWONL) by the Board of Directors of the organization, at a duly-convened meeting of the Directors held on the **18<sup>th</sup>** day of **January, 2021**.

Attested and signed by:

\_\_\_\_\_  
PRESIDENT OF THE BOARD

\_\_\_\_\_  
SECRETARY OF THE BOARD