

# **NATIONAL COUNCIL OF WOMEN OF CANADA**

## **BY-LAWS**

### **PREAMBLE**

The By-Laws of the National Council of Women of Canada (NCWC) set out how the Object stated in the Act of Incorporation and the NCWC Constitution is to be accomplished.

### **ARTICLE I – INSIGNIA**

The Insignia of NCWC are: the Bow, with the motto inscribed thereon, “Do unto others as ye would that they should do unto you”; and the Coat of Arms, designed to honour all those women who have contributed to Canada’s development through the work of NCWC, with the motto *ALTIOR* inscribed thereon. Together with the Coat of Arms there is a Badge which displays crossed gavels depicting the democratic forum of NCWC.

### **ARTICLE II – OBJECT**

#### **Section 1: National**

- (i) NCWC is a non-profit, non-partisan, non-sectarian organization dedicated to the betterment of conditions pertaining to the family and the State. For the attainment of this object, NCWC has established a federation of:
  - a. Local Councils of Women (LCWs)
  - b. Provincial Councils of Women (PCWs)
  - c. NCWC Study Groups
  - d. National Organizations, having objects similar to those of NCWC, termed Nationally Organized Societies (NOSs)
  - e. Local Organizations, having objects similar to those of NCWC, termed Locally Organized Societies (LOSs)
  - f. Individuals
- (ii) NCWC may inaugurate new movements for the well-being of the community and may organize, or assist to organize, new societies, institutions or associations.

#### **Section 2: International**

- (i) NCWC has consultative status (general) with the Economic and Social Council of the United Nations (ECOSOC) which enables NCWC to bring Canadian concerns directly to the world stage.
- (ii) NCWC is a participating member of the Organization of American States (OAS) and will interact in particular with the Inter-American Commission of Women (CIM/OAS).
- (iii) NCWC is affiliated with the International Council of Women (ICW), a non-governmental organization which holds consultative status at the United Nations, ECOSOC, Category 1. ICW is a world-wide federation of National Councils of Women which works on international issues of concern to women.

- (iv) NCWC is a founding member of the Regional Council of the Americas/Consejo Regional de las Americas, which brings the special concerns of National Councils in the Western Hemisphere to the attention of ICW.
- (v) The National Council of Women of Canada Development Organization /Organisation de developpement du conseil national des femmes du Canada (NCWCDO/ODCNFC), hereinafter called NCWCDO, is a separate organization through which NCWC members support educational and social welfare programs in developing countries and in Canada.

### **ARTICLE III – MEMBERSHIP**

#### **Section 1: Composition**

- (i) NCWC shall be composed of Federated Organizations (LCWs, PCWs, NCWC Study Groups, NOSs and LOSs) and Individuals.
- (ii) Membership in all LCWs, PCWs, and NCWC Study groups shall be open to all individuals and groups who support the object, policy and principles as stated in the NCWC Constitution.

#### **A. Local Councils of Women**

- (i) LCWs shall consist of individuals and at least three (3) organizations of women, or of women and men, whose object, policy and principles are in harmony with those of NCWC.
- (ii) LCWs shall use the Common Constitution as approved at an NCWC AGM. By-Laws developed by LCWs shall be consistent with those of NCWC.
- (iii) The LCW Common Constitution is as follows:

##### **PREAMBLE**

Local Councils of Women are organizations federated with the National Council of Women of Canada, hereinafter called *NCWC*.

##### **ARTICLE 1 – NAME**

This Federation shall be called the \_\_\_\_\_ Council of Women, or The Local Council of Women of \_\_\_\_\_, hereinafter called the Council, a federate of the National Council of Women of Canada, and (where applicable) of the Provincial Council of Women of \_\_\_\_\_.

Note: In the Province of Quebec, the Provincial Council of Women is called Le Conseil provincial des femmes du Québec/The Provincial Council of Women of Quebec.

##### **ARTICLE II – OBJECT, POLICY, AND PRINCIPLES**

###### **Section 1: Object**

To bring together groups of women, and of women and men, and individuals to work towards improving the quality of life in the community through:

- (i) developing and submitting resolutions to NCWC and the Provincial Council of Women, hereinafter called PCW, where one exists, on issues important to the members;
- (ii) providing information to Council members and the general public on current issues;
- (iii) recommending and working toward change, where need is seen, in the policies, by-laws, regulations and administrative processes of their local governments;

- (iv) co-operating with other local groups in developing and advancing common policies and objectives;
- (v) initiating letter(s) on issues of concern to members, to the federal or provincial governments by drafting and submitting letters to PCW or NCWC, based on existing policy, with a request that the letter(s) be forwarded to the appropriate government.

**Section 2: Policy and Procedures**

Council shall abide by the policy and procedures of NCWC as stated in the NCWC Constitution and By-Laws.

**Section 3: Principles**

- (i) No organization entering into federation with the Council shall thereby lose its independence, aims, or methods of operation, or be committed to the principles of any other Federated Organization of the Council.
- (ii) In all decisions the Council shall safeguard the principles of democracy.

**ARTICLE III – AMENDMENTS**

This Common Constitution may be amended only at an Annual Meeting of the NCWC by a two-thirds (2/3) majority vote. Notice of proposed amendments shall be sent to the NCWC Constitution Convenor at least four (4) months prior to the NCWC Annual Meeting.

**B. Provincial Councils of Women**

- (i) PCWs shall consist of at least three (3) organizations, including existing LCWs and NCWC Study Groups, and LOSs or Provincially Organized Societies (POSs), whose object, policy and principles are in harmony with those of NCWC.
- (ii) PCWs shall use the Common Constitution as approved at an NCWC AGM. By-Laws developed by PCWs shall be consistent with those of NCWC.
- (iii) The PCW Common Constitution is as follows:

**PREAMBLE**

Provincial Councils of Women are organizations federated with of the National Council of Women of Canada, hereinafter called NCWC.

**ARTICLE 1 – NAME**

This Federation shall be called the Provincial Council of Women of \_\_\_\_\_, hereinafter called the Council.

Note: In the Province of Quebec, the Provincial Council of Women is called Le Conseil provincial des femmes du Québec/The Provincial Council of Women of Quebec.

**ARTICLE II – OBJECT, POLICY, AND PRINCIPLES**

**Section 1: Object**

To bring together groups of women, and of women and men, and individuals to work towards improving the quality of life in the province through:

- (i) developing policy based on research and analysis of issues;
- (ii) developing and submitting resolutions to NCWC on issues important to the members;
- (iii) providing information to members and the general public on current issues;
- (iv) recommending and working toward change, where need is seen, in provincial laws, regulations and administrative processes;
- (v) co-operating with other provincial groups in developing and advancing common policies and objectives;

(vi) carrying concerns expressed by the Council's Federated Organizations to the provincial government.

#### Section 2: Policy and Procedures

Council shall abide by the policy and procedures of NCWC as stated in the NCWC Constitution and By-laws.

#### Section 3: Principles

- (i) No organization entering into federation with the Council shall thereby lose its independence, aims, or methods of operation; or be committed to the principles of any other Federated Organization of the Council.
- (ii) In all decisions the Council shall safeguard the principles of democracy.

#### ARTICLE III – AMENDMENTS

This Common Constitution may be amended only at an Annual Meeting of NCWC by a two-thirds (2/3) majority vote. Notice of proposed amendment(s) shall be sent to the NCWC Constitution Convenor at least four (4) months prior to the NCWC Annual Meeting.

#### **C. NCWC Study Groups**

NCWC Study Groups shall consist of at least five individuals who support the object and policy, and agree with the principles of NCWC. Study Groups' Terms of Reference shall be consistent with NCWC's Constitution and By-laws.

#### **D. Nationally Organized Societies**

NOSs are organizations of women, or of women and men, having members in various parts of Canada, whose work is national in scope, and who support the object and policy of NCWC and agree with its principles.

#### **E. Locally Organized Societies**

LOSs are organized groups of women, or of women and men, located in an area of Canada where there is no LCW. The LOS shall have ten (10) or more members and shall support the object and policy of NCWC and agree with its principles.

#### **F. Honorary Life Members:**

- (i) Honorary Life Members are individuals who have rendered exceptional service to NCWC, been proposed by at least six (6) Federated Organizations and elected at an AGM.
- (ii) Retiring Presidents of NCWC may be proposed for Honorary Life Membership by the Board, and approved at an AGM.
- (iii) Prior to 1990, retiring Presidents of NCWC were also eligible to receive the title of Honorary Vice-President.

#### **G. Emeritus Life Members:**

Emeritus Life Members are individuals who, between 1984 and 1995, were honoured for their service to NCWC.

#### **H. Life Members:**

Life Members are individuals who have served NCWC, whose nomination has been endorsed by an NCWC Federate and approved at an AGM, and the fee paid as described in the Standing Rules.

## **I. Individual Members**

Individual Members, including Youth/Student Members, are individuals who shall support the object and policy of NCWC and agree with its principles.

### **Section 2: Discontinuance of Membership**

- (i) On receipt of an allegation(s) that a Federated Organization or Individual Member has contravened the Object, Policy or Principles of NCWC, the Board shall appoint a Committee to investigate the allegation(s) (see Standing Rules, Article III, Section 5 A (i)). If the Board endorses the Committee's recommendation for discontinuance of membership, the Board shall give notice to the Alleged Offender and to the Voting Body (see Standing Rules, Article III, Section 5 A (ii)) and bring the recommendation forward at the AGM or Special Meeting. The Voting Body may, by a two-thirds (2/3) majority vote, discontinue the membership of such organization or individual.
- (ii) If a Federated Organization or an Individual Member wishes to withdraw from membership, they shall write a letter of intent to NCWC.

## **ARTICLE IV – GOVERNANCE**

### **Section 1: Governing Documents**

The Act of Incorporation, Constitution, By-laws, and Standing Rules are the official documents setting out the purpose, organization and operation of NCWC.

### **Section 2: Governing Bodies**

#### **A. Voting Body**

- (i) At an Annual General Meeting (AGM) or at a Special Meeting or in those instances when voting is done by mail or electronic methods, the Voting Body of NCWC shall be:
  - the accredited representatives of Federated Organizations;
  - NCWC Directors;
  - Convenors of NCWC Standing Study, Administrative and Special Committees;
  - Honorary Life Members, Emeritus Life Members, Life Members
  - Individual Members
- (ii) Only those Federated Organizations and Individual Members who have paid their fees for the current fiscal year may vote.
- (iii) In order to be qualified to vote at an AGM or a Special Meeting, a member of the Voting Body must be registered for the meeting and have paid the requisite registration fee or proxy fee.
- (iv) Votes shall be weighted as follows:

LCW, PCW and NOS

Ten (10) votes

LOS	Three (3) votes
NCWC Study Group	Three (3) votes
NCWC Director	Three (3) votes
NCWC Convenor	Three (3) votes
NCWC Honorary Life Member	Two (2) votes
NCWC Emeritus Life Member	Two (2) votes
NCWC Life Member	Two (2) votes
NCWC Individual Member	One (1) vote

At an AGM or at a Special Meeting or in those instances when voting is done by mail and electronic methods, the total of Individual Member votes may not exceed the total votes of the Federated Organizations present, as defined in Article III Section 1 (I). In the event that the total number of Individual Member votes exceeds the total votes of the Federated Organizations, the votes of Individual Members shall be prorated as set out in the Standing Rules, Article IV Section 2 A (ii).

- (v) Each member of a Federated Organization attending an AGM is a delegate to the AGM. A Federated Organization shall vote as a unit and shall appoint one (1) of its delegates to carry its votes.
- (vi) If an NCWC Convenor is unable to attend an AGM or Special Meeting, the committee may appoint another member of the committee to carry the Convenor's vote at that meeting.
- (vii) Proxies
  - a. If a Federated Organization is unable to send a delegate to an AGM or Special Meeting it may appoint another delegate to vote in its place. A Provincial Council President may carry up to two (2) proxies from LCWs or NCWC Study Groups in her own province; other delegates may carry only one (1) proxy.
  - b. If an Individual Member is unable to attend an AGM or Special Meeting, she may appoint another delegate to vote in her place. A delegate may carry only one (1) proxy from an Individual Member.
  - c. A proxy form shall be included in notices of meetings sent to the Voting Body. Authorized proxies shall be presented to the Credentials Committee.

## **B. Board of Directors**

- (i) There shall be a Board of Directors, hereinafter called the Board, which shall be responsible for implementing the policies and procedures of NCWC.
- (ii) The Board shall have decision-making responsibilities between meetings of the full Voting Body. Such decisions shall be brought before the Voting Body present at the AGM for ratification.
- (iii) The Board may hire a person to administer the affairs of NCWC.
- (iv) Each Director shall have one (1) vote at a Board Meeting.

## **Section 3: Membership in Other Organizations**

NCWC may become a member of coalitions or become part of Government Committees following the guidelines in the Procedures Manual.

#### **Section 4: National Office**

##### **A. Location**

The National Office shall be located in Ottawa.

### **ARTICLE V - POLICY**

#### **Section 1: Policy Development**

- (i) NCWC policy is developed through the adoption by the Voting Body of: Resolutions; Resolutions on Emerging Issues; Policy Updates; and Recommendations resulting from workshops, seminars, symposia and questionnaires.
- (ii) A Resolution on Emerging Issues is one which deals with an issue which has gained importance since the deadline for submission of Resolution Proposals to the Resolutions Convenor and/or which requires action prior to the following year's AGM.
- (iii) Resolutions, for which the required notice has been given to the membership, require a majority vote for acceptance. Resolutions on Emerging Issues, which have not met the notice requirements, must receive a two-thirds (2/3) vote for acceptance.
- (iv) Policy adopted by the ICW becomes policy of NCWC.
- (v) NCWC may endorse all or part of a Brief of another organization, which is in agreement with NCWC policy or approved at an AGM.

#### **Section 2: Policy Recording**

A Policy Book, recording the complete resolutions approved by the membership, shall be kept in the National Office.

#### **Section 3: Policy Implementation**

- (i) LCWs, PCWs, NCWC Study Groups, Directors, Convenors and Individual Members when speaking or writing on behalf of NCWC, shall conform to NCWC policy.
- (ii) NCWC approaches the Federal Government directly on matters related to NCWC policy.
- (iii) PCWs approach their Provincial Governments directly on matters relating to provincial affairs.
- (iv) LCWs, PCWs, NCWC Study Groups, Directors, Convenors or Individual Members may approach the Federal Government only through the NCWC, but may present matters of local concern, providing they do not contravene NCWC policy, or established NCWC policy, directly to the members of parliament who represent their constituencies.
- (v) In a province where there is a PCW, LCWs and NCWC Study Groups may approach their Provincial Government only through their PCWs, but may present matters of local concern, providing they do not contravene NCWC or PCW policy, or established PCW policy, directly

to members of provincial legislatures who represent their constituencies. Where there is no PCW, LCWs and NCWC Study Groups may approach their Provincial Governments directly.

- (vi) LCWs and NCWC Study Groups approach Municipal Governments on matters pertaining to local affairs, providing they do not contravene NCWC or PCW policy.

## **ARTICLE VI – DIRECTORS**

### **Section 1: Honorary Directors**

The Governor General, or the spouse of the Governor General, shall be invited to be Honorary President.

The Prime Minister and the Leader of the Opposition, or their spouses, may be invited to be Honorary Vice-Presidents.

### **Section 2: Board of Directors**

The NCWC Board of Directors, hereinafter called Directors, shall be the President, the Past-President for one (1) year following her Presidency, six (6) Vice-Presidents and the Treasurer.

**(i) President**

a. The responsibilities of the President shall be:

- overseeing the work of NCWC;
- presiding at meetings of NCWC and of the Board;
- providing leadership for the presentation of NCWC policy to the Government of Canada, to other organizations and to the media;
- acting as an ex-officio member of all NCWC Committees except for the Nominations Committee;
- representing NCWC at meetings of ICW and Regional Council of the Americas;

b. The President may delegate some of her responsibilities as she sees fit.

**(ii) Past-President**

The responsibilities of the Past-President shall be:

- presiding, if required, in the absence of the President;
- representing the President at her request;
- assuming tasks as delegated by the President or the Board.

**(iii) Vice-Presidents**

a. The responsibilities of all Vice-Presidents shall be:

- presiding, if required, in the absence of the President;
- representing the President at her request;
- being a liaison between Convenors and the Board;
- assuming other responsibilities as may be delegated by the President or the Board.

b. In the absence or incapacity of the President, the First Vice-President shall assume the duties of the President, with the title of Acting President.

c. The Vice-President Administration shall be the Corporate Secretary of NCWC and have custody of the Corporate Seal.

**(iv) Treasurer**

a. The responsibilities of the Treasurer shall be:

- overseeing all financial matters;



- ensuring that NCWC Books are kept in accordance with accepted accounting principles;
  - presenting Interim Financial Statements to the Board;
  - preparing an Annual Budget in consultation with the President, VP Administration, and the Executive Director;
  - having the Financial Records audited or reviewed yearly by an independent accountant and presenting the Financial Statements to the AGM.
- b. The Treasurer, as Convenor of the Finance Committee, is responsible, together with the VP Administration, for overseeing the management of the NCWC Reserve Fund.

### **Section 3: Indemnity**

Every Director of NCWC or other person who has undertaken, or who is about to undertake, any liability on behalf of NCWC, her, or his, heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the NCWC from and against:

- (i) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or him, or in respect of any act, deed, matter or thing whatsoever, done or permitted by her, or him, in or about the execution of duties of her, or his, office or in respect of any such liability;
- (ii) all other costs, charges, and expenses which she, or he, sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by her, or his, own wilful neglect or default.

### **Section 4: Discontinuance**

The Board may request the resignation of any Director who, as determined by a two-thirds (2/3) affirmative vote of the Board, has not properly carried out her specific duties. The Board shall have the authority to appoint a replacement for the remainder of the term of the vacated office.

## **ARTICLE VII – COMMITTEES**

### **Section 1: Standing Study Committees**

- (i) Standing Study Committees shall be formed for the purpose of gathering and studying information and creating interest in matters which are national in scope.
- (ii) The role of Standing Study Committees is to identify gaps in NCWC Policy, develop Resolutions, prepare Updates, and initiate action based on NCWC Policy.
- (iii) Convenors of Standing Study Committees are elected by the Voting Body.
- (iv) Convenors of Standing Study Committees are the liaison with the corresponding ICW Committee Convenors.

### **Section 2: Administrative Committees**

- (i) Administrative Committees shall carry out specific duties which are part of the general administration of NCWC.

- (ii) Administrative Committee Convenors are appointed by the Board.

### **Section 3: Special/Ad Hoc Committees**

- (i) The Voting Body or the Board may establish Special or Ad Hoc Committees for specific purposes and for a definite time period to be reviewed annually.
- (ii) The Board shall set the Terms of Reference and appoint the Convenors or Representatives of such committees.

### **Section 4: NCWC Representation**

The Board may appoint a NCWC member or a NCWC office staff person to serve on a committee of government, or on a non-governmental coalition, or to be a representative to another organization.

## **ARTICLE VIII - MEETINGS**

### **Section 1: NCWC Annual Conference and Annual General Meeting**

- (i) There shall be an Annual Conference held in May or June each year. The Annual General Meeting (AGM) shall take place during the Annual Conference. The Meeting shall be held in Canada unless the members decide otherwise. Written Notice of the AGM shall be sent to members of the Voting Body at least ten weeks prior to the AGM. Where special business will be conducted, the Notice shall give the Voting Body sufficient information to be able to form a reasoned judgement. Plans for the AGM and Annual Conference shall be made by the Board in consultation with the Host Council.
- (ii) Business at the AGM shall include:
- confirmation of appointments
  - adoption of "Standing Rules for NCWC AGM"
  - In Memoriam tribute to deceased members
  - acceptance of new members
  - reports on the affairs of NCWC
  - acceptance of actions taken by the Board during the year
  - receipt of Financial Statements
  - approval of the Budget
  - appointment of the Auditors for the following year
  - amendments to the Constitution, By-Laws and Standing Rules
  - consideration of Resolutions or Policy Updates
  - election of Directors and Convenors of Standing Study Committees in odd-numbered years
  - any other business as may properly come before the meeting
- (iii) In the year prior to the year in which an ICW Triennial Meeting is held (year two of the cycle), the business of the NCWC AGM shall include the adoption of NCWC Resolutions to be submitted to ICW.
- (iv) The AGM shall be open to the public except when personnel matters, litigation or acquisition of property are to be discussed.

- (v) For rules not covered in the By-Laws or Standing Rules, refer to Robert's Rules of Order.

## **Section 2: Special Meetings**

A Special Meeting of NCWC may be held as the Board may decide, or shall be called by the President on the written request of twenty-five (25) members of the Voting Body, at least ten (10) of whom shall be representatives of Federated Organizations. Only business for which the meeting has been called shall be considered.

## **Section 3: Board of Directors**

Directors shall meet at least four (4) times a year either in person or by teleconference. Notice of the Meeting shall be given at least one (1) week in advance. Other meetings may be called at the request of the President or on the written request of five (5) members of the Board.

## **Section 4: Quorum**

- (i) Twenty-five (25) members of the Voting Body, of whom at least ten (10) shall be representatives of Federated Organizations, shall constitute a quorum at an AGM or Special Meeting of NCWC.
- (ii) Six (6) members of the Board shall constitute a quorum at a Board Meeting.

## **Section 5: International Council of Women**

- (i) The official NCWC delegates to an ICW Triennial Conference shall be up to a total of ten people as follows:
- the President, designated to lead the delegation
  - NCWC members who hold an office in ICW
  - NCWC members who represent NCWC.
- (ii) The President, or her designate, shall be the official NCWC voting delegate at ICW Triennial and Executive Meetings and Meetings of Regional Council of the Americas.

# **ARTICLE IX - NOMINATIONS AND ELECTIONS**

## **Section 1: Duties of Nominations Convenor**

The Board shall appoint a Nominations Convenor who shall convene a committee for the purpose of:

- (i) calling for and receiving nominations
- (ii) carrying out the procedure for the election of Directors and Convenors of Standing Study Committees (Standing Rules, Article IX - Nominations and Elections)
- (iii) presenting a list of elected Directors and Convenors of Standing Study Committees to the AGM.
- (iv) carrying out the pre-AGM or post-AGM procedure for the election of a First Vice-President from amongst Vice-Presidents, should the need arise.

## **Section 2: Nomination of Directors and Convenors of Standing Study Committees**

- (i) Nominations may be made by any member of the Voting Body.

- (ii) Any member of a Federated Organization and any Individual Member is eligible for NCWC office, subject to Standing Rules Article IX Section 2.
- (iii) No Director or elected Convenor of a Standing Study Committee shall be eligible for the same elected office which she has held for the four (4) consecutive preceding years except the Treasurer who may hold office for up to six (6) consecutive years.
- (iv) Subject to the provisions of Article IX Section 3. (iii), a President may hold office as a Board member for up to nine (9) consecutive years, the nine (9) years being four (4) as a Vice President, four (4) as President, one (1) as Past President unless such person held the office of Treasurer for six (6) consecutive years before serving as President, in which case she may hold office as a Board member for up to eleven (11) consecutive years.
- (v) If a full complement of directors is not elected, the board shall bring forth name(s) of qualified person(s) to the AGM for election. The Board shall use the same criteria as outlined in Standing Rules Article IX Section 2 in choosing a successor to any position.

**Section 3: Election and Term of Office of Directors and Convenors of Standing Study Committees**

- (i) The election of President, Vice-Presidents, the Treasurer and the Convenors of Standing Study Committees shall take place every two years and the results shall be announced at the AGM.
- (ii) When a Director or Convenor of Standing Study Committee accedes to a position by acclamation, she shall be deemed to be elected by acclamation.
- (iii) The term of office of the President is two (2) years, renewable for one (1) term.
- (iv) When there are six (6) or more candidates running for the positions of Vice President, as part of the election process, the NCWC Voting Body shall indicate by way of a prioritized ballot which candidate for Vice-President shall be First Vice-President. Prioritized shall be defined as : the candidate who receives the greatest number of votes through voters ranking their choices in order of preference for the Vice-Presidential candidates. The Vice-presidential candidate designated to be the First Vice-President may run for the office of President at the next election, but does not automatically assume that position.
- (v) If, at the time of the elections, the full complement of Vice-President positions has not been filled and the Board shall have brought forward name(s) of qualified candidates to the AGM, an election shall be held and the NCWC Voting Body shall indicate by way of a prioritized ballot which of the six (6) Vice-Presidents will serve as First Vice-President. Such election shall occur after the AGM and timing for such election shall be in accordance with the Standing Rules.
- (vi) Retiring Directors and Convenors of Standing Study Committees shall remain in office and continue to conduct the affairs of NCWC until the close of the AGM.
- (vii) If a Director or a Convenor of a Standing Study Committee for any reason is unable to complete her term of office, a successor to the Director shall be appointed and a successor to the Convenor may be appointed by the Board to serve the remainder of the term. The Board shall use the same criteria as outlined in Standing Rules Article IX Section 2 in choosing a successor to any position.

- (viii) If, after the AGM, a Standing Study Committee does not have a Convenor, the Board may appoint a member to that position. The Board shall use the same criteria as outlined in Standing Rules Article IX Section 2 in choosing a successor to any position.

## **ARTICLE X – FINANCE**

### **Section 1: General**

- (i) **Principle**  
Records shall be kept of all financial transactions according to generally accepted accounting principles.
- (ii) **Fiscal Year**  
The NCWC fiscal year shall be from April 1 to March 31 of the following year.
- (iii) **Signing Officers**  
The signing officers shall be the President, the Treasurer, and one other member of the NCWC Board, any two of whom shall sign cheques and other legal documents. The Board may designate an NCWC member residing in the National Capital Region as an additional signatory.
- (iv) **Financial Statements**  
There shall be an audit or review of the Financial Statements at the end of each fiscal year.

### **Section 2: Revenue**

Revenue is generated from membership fees, donations, investments, grants, fund-raising, and the sale of publications and promotional material.

### **Section 3: Disbursements**

- (i) **Fees**  
NCWC shall pay the annual membership fee levied by ICW and Regional Council of the Americas as well as fees levied by coalitions which NCWC may choose to join.
- (ii) **Donations**  
When working with another group or coalition on a specific issue or project, NCWC may donate an amount, approved by the Board, as an indication of NCWC's support for the specific issue or project.
- (iii) **Operating Expenses**  
Expenses of operating NCWC shall be paid in accordance with the annual Budget approved by the Voting Body. Adjustments to the budget may be approved by the Board in accordance with the Standing Rules.
- (iv) **Alison Taylor Hardy Memorial Bursary**  
The Alison Taylor Hardy Memorial Bursary is granted annually to a student in the third or fourth year of the Journalism Program, School of Journalism and Communication, Carleton University.

### **Section 4: Types of Funds**

- (i) Operating Fund accounts for the Council's primary activities and it holds amounts transferred from the Reserve Fund and all receipts except those designated for the Reserve Fund.
- (ii) Reserve Fund holds the funds that have been set aside by the Council for contingencies.

### **Section 5 Borrowing**

The Board of Directors may from time to time:

- (i) borrow money upon the credit of NCWC;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of NCWC;
- (iv) pledge or sell such debentures or other securities for such sums and such prices as may be deemed expedient; and
- (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of NCWC, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of NCWC.

## **ARTICLE XI – PUBLICATIONS AND COMMUNICATION**

### **Section 1: NCWC Publications**

#### **A. Kinds of Publications**

NCWC publications shall include the Information Kit, the Newsletter, the News Sheet, the Year Book and the web site.

#### **B. Purpose for Publications**

Publications are used as follows:

- (i) for the recruitment of members
- (ii) in order to communicate with members, outside organizations and individuals, and government
- (iii) to keep an historical record of the organization

### **Section 2: Communication**

Communication sent or received by fax or e-mail shall have the same authority as that sent or received by mail. The exception is that secret voting ballots returned by fax or e-mail are not accepted.

## **ARTICLE XII – AMENDMENTS**

### **Section 1: National Council of Women of Canada**

- (i) The NCWC Constitution and By-Laws may be amended only at an AGM by a two-thirds (2/3) affirmative vote of the Voting Body present.

- (ii) Amendments may be submitted to the Constitution Convenor by any Federated Organization or NCWC Director or Convenor more than three (3) months prior to the AGM.
- (iii) The Notice of Motion of the proposed amendments shall be sent by the Constitution Convenor to the Voting Body at least three (3) months prior to the AGM.

## **Section 2: Local and Provincial Councils of Women**

- (i) The Common Constitutions of LCWs and PCWs are based on the NCWC Constitution and may be amended only at an NCWC AGM by a two-thirds (2/3) affirmative vote of the Voting Body present.
- (ii) LCWs and PCWs shall provide NCWC with up-to-date copies of their By-Laws.
- (iii) NCWC Study Groups shall provide NCWC with up-to-date copies of their Terms of Reference.

## **ARTICLE XIII – DISSOLUTION**

### **Section 1: Local Councils of Women**

A LCW may agree to disband upon a two-thirds (2/3) affirmative vote of its Voting Body at a General Meeting held following a three (3) month Notice of Motion. A copy of the Minutes of the General Meeting at which the vote was taken shall be forwarded to the NCWC Membership Convenor. A copy of the Financial Statements for the last year of operations of the LCW shall be forwarded to the National Office. Any monies remaining in the account of a disbanding LCW shall be turned over to NCWC to be held in trust for a period of five (5) years. If the funds are not used during the five-year period for the establishment of another Council or NCWC Study Group in the same area, the funds shall be used by NCWC for Membership Development.

### **Section 2: Provincial Councils of Women**

A PCW may agree to disband upon a two-thirds (2/3) affirmative vote of its Voting Body at a General Meeting held following a three (3) month Notice of Motion. A copy of the Minutes of the General Meeting at which the vote was taken shall be forwarded to the NCWC Membership Convenor. A copy of the Financial Statements for the last year of operations of the PCW shall be forwarded to the National Office. Any monies remaining in the account of a disbanding PCW shall be turned over to NCWC to be held in trust for a period of five (5) years. If the funds are not used during the five-year period for the re-establishment of the Provincial Council or the establishment of a new Local Council or NCWC Study Group in the same Province, the funds shall be used by NCWC for Membership Development.

### **Section 3: NCWC Study Groups**

A NCWC Study Group may agree to disband upon a two-thirds (2/3) affirmative vote of its Voting Body at a General Meeting held following a three (3) month Notice of Motion. A copy of the Minutes of the General Meeting at which the vote was taken shall be forwarded to the NCWC Membership Convenor. A copy of the Financial Statements for the last year of operations of the Study Group shall be forwarded to the National Office. If the funds are not used during the five-year period for the establishment of another Council or NCWC Study Group in the same area, the funds shall be used by NCWC for Membership Development.

## **Section 4: National Council of Women of Canada**

In the event of dissolution or winding-up of the National Council of Women of Canada, the Board of Directors is empowered, as directed by the full Voting Body of NCWC, to distribute, after payment of liabilities, all remaining assets to one or more of the non-profit organizations of Canada.

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