

By-Laws of the North End Women's Centre



Approved September 27, 2013

BY-LAWS OF THE NORTH END WOMEN'S CENTRE

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BY-LAW # 1

A By-Law relating generally to the transaction of the business affairs of the North End Women's Centre Inc. (herein called the "Centre").

NOW THEREFORE BE IT ENACTED as a By-Law of the Centre as follows:

Article 1 – NAME & ADDRESS

Section I:

The name of the Centre shall be: North End Women's Centre Inc.

Section II:

The address of the Centre shall be:

394 Selkirk Ave
Winnipeg, Manitoba
R2W 2M2

Article II – SEAL

The official seal of the Centre should be as follows:

The centre of the plate shall bear the date of incorporation, that is, September 20, 1984, and the words "North End Women's Centre Inc." shall be around the edge of the plate. An impression of the seal is affixed on the margin thereof.

Article III – VISION & MISSION

The Centre's vision is "Women in charge of their own lives".

The Centre's mission is "The North End Women's Centre is a community based organization that provides women with support, knowledge, and opportunity as they move forward on their journey towards independence and a healthier lifestyle."

Article IV – MEMBERSHIP

Section 1: Admission of Membership

Membership shall be available to all persons who support the objectives of the Centre as outlined in the goal statements and philosophy of the Centre

The Board of Directors shall be responsible for the approval of admission to membership in the Centre.

Section II: Classification of Membership

There shall be two classes of membership in the Centre:

(a) Active – An active member is any female adult who completes the application and is approved for admission. Such members are in good standing and are entitled to all privileges of the membership – making motions and nominations, voting, holding office, using the services of the Centre, and participating in activities held at or by the Centre. Each active member shall have one vote at the annual general meeting.

(b) Associate – An associate member is a man, young person under eighteen (18) years of age, or an organization who completes the application and is approved for admission. Such members are in good standing and shall have all the privileges of membership except those of making motions and nominations, voting, holding office, and using services of the Centre.

Section III: Suspension and Termination of Membership

Any member may withdraw from membership in the Centre by delivering a written resignation to the office of the Centre.

Membership of the Centre shall be terminated upon the death of a member or upon the dissolution of the organization.

Any member may be suspended or terminated for cause by resolution of the Board of Directors. Written notice must be provided to the member stating the reason for suspension or termination, and is to be sent to the member at least thirty (30) days before the meeting of the Board at which the resolution shall be proposed. The member has the right to attend this meeting and to make an oral or written presentation. The Board will either vote or refer the matter to a Board committee and such decision will be final.

Section IV: Membership Register

A membership register shall be kept by the administrative staff which shall be a record of the names and addresses of all members.

In order to protect the personal information of members, access to the register, either in whole or in part, shall only be provided upon request to the Executive Director and in specific compliance with pertinent privacy legislation.

Article V – THE BOARD OF DIRECTORS

Section I: Duty of the Board of Directors

The Board shall be responsible for directing the management of the business and affairs of the Centre. Specifically, it shall have responsibility for the finance, personnel, planning, policies, facilities, and public relations of the Centre.

Section II: Composition of the Board

The Board shall be composed of a minimum of nine (9) and a maximum of twelve (12) active members in good standing. The minimum and maximum number shall only be changed by Special Resolution.

The Board shall consist of:

1. President (also acts as Chair of the Board)
2. The immediate Past President
3. Vice-President (also acts as Vice-Chair of the Board)
4. Secretary
5. Treasurer
6. One (1) staff representative
7. Community representatives
8. Executive Director (ex-officio)

The Executive Director shall have no vote.

For the purpose of Board membership, the staff representative shall be a person hired or contracted for a period of six (6) months or longer. Staff representative terms are one year in length. All staff members will be notified of the open seat 2 months before the AGM. Staff members can nominate themselves or another staff member. Nominated staff members must accept the nomination in writing. If more than one nomination is received the staff will be asked to vote. All part time and full time staff members are eligible to vote except the Executive Director.

At least 50% of the members of the Board of Directors shall be persons living or working in the North End of Winnipeg; persons who were raised in the North End of Winnipeg; or persons with significant past experience working in the North End of Winnipeg. For the purpose of this Section, the North End of Winnipeg shall be defined as that area bounded by the CPR tracks on the south, the Red River on the east, Brookside Boulevard on the west and Inkster Ave on the north.

No more than two (2) members of the Board of Directors shall work for the same organization.

Section III: Terms of Office

Directors shall take office at the time of their election, serving a term of 3 years in length. No director shall serve as such for more than two (2) three (3) year terms.

The only exception is in the case of the President. The President's term in office is for two years, regardless of when the President joined the board. A president may have their term as a Director extended by one year, in order to complete their term as President. The immediate Past President shall remain as a voting member of the Board for one (1) year after her term as President, regardless of when it occurs.

Section IV: Vacancies

Any member of the Board of Directors may resign office by written notice delivered to the Centre. Any member of the Board of Directors who misses three (3) consecutive regular meetings of the Board without notice and reason shall be deemed to have resigned from office and shall be notified.

If vacancies occur on the Board during the year prior to the Annual Meeting of the Centre, the Board may fill the vacancy. Persons filling such vacancies shall hold office until the Annual Meeting.

Section V: Removal from the board

Any Director may, at any time, be removed from office for cause by a two-thirds (2/3) majority resolution of the Board provided that written notice stating the reason for the proposed removal is sent to that Director at least fifteen (15) days before the meeting at which time the resolution shall be proposed.

A Director shall cease to be a Director when she is of unsound mind as found by a Court of Canada or elsewhere.

Section VI: Remuneration

The members of the Board of Directors shall serve without remuneration. A member of the Board of Directors may be paid reasonable out-of-pocket expenses incurred in carrying out her duties as a Director, provided that such expenses are approved by the Board of Directors in advance of the expenditure.

Section VII: Indemnity

All Directors and Officers of the North End Women's Centre and their heirs, executors, and administrators shall be compensated in full out of the assets of the Corporation against all actions, costs, charges, losses, damages, and expenses whatsoever which any of them or any of their heirs, executors, or administrators shall or may incur by reason of any act done while

carrying out any duty or supposed duty in their respective offices except those incurred by or through their own wilful act, neglect, or default respectively.

The Directors of the Centre are authorized from time to time to direct the Centre to give indemnities to any person including without limiting the generality of the foregoing, any Director, Officer, employee, or agent of the Centre who has undertaken or is about to undertake any liability on behalf of the Centre, and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Centre by way of security. Any action taken by the Directors under this paragraph shall not require approval or conformation by the members.

No Directors of Office while serving office shall be liable:

- (a) For the acts, receipts, neglects, or defaults of any other Director of Office or employee.
- (b) For any loss, damage, or expense to the Centre through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the North End Women's Centre.
- (c) For the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be paid out or invested.
- (d) For any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or Corporation with whom or in which monies, securities, or effects of the Centre shall be deposited.
- (e) For any loss, damage, or misfortune that may happen while carrying out the duties of her respective office, unless they have occurred by or through their own wilful act, neglect, or default.

Section VIII: Conflict of Interest

All Board members are required to sign the *Conflict of Interest Declaration Form*, declaring any potential conflicts of interest or indicating they have no conflicts to declare, before they are voted in. If a conflict of interest arises during a Board member's term she must declare the conflict when it arises. Where a Board member is unsure whether any conflict of interest may exist, it is her responsibility to seek clarification from the Board of Directors.

A member of the Board of Directors shall not sit, participate in, or vote on any matter being deliberated upon by the Board in which she has an interest. Such an interest includes any matter or situation where a Board member or employee has a direct financial or other interest beyond the interest of an ordinary citizen. A Director shall be deemed to have an interest in a particular matter (a) if she declares has such an interest; (b) if a majority of the members of the Board present at the meeting at which the matter is to be brought before the Board find that she has an interest. . The Board will decide by a majority vote whether an actual conflict of interest exists

in the case of a Board member. Departure from these rules by Board members without the specific approval of the majority of Board members may be cause for dismissal from the Board.

The range, complexity, and unique nature of agency activities are such that it is not possible to outline all conflict of interest situations. General guidelines, however, include:

(a) Board members shall not divulge confidential or restricted information to any unauthorized person or release such information in advance of authorization for its release.

(b) Board members shall not act in any official matter where there is a personal interest that is incompatible with an unbiased exercise of official judgement.

(c) Board members must declare where they have direct or indirect personal business or financial activities which conflict with their official duties and responsibilities.

A Board member who disputes the manner of application of these guidelines with her agency may appeal such application to an independent arbitrator agreed to by both parties.

A Board member, at her option, may have a representative present at the appeal.

Article VI – DIRECTORS MEETINGS

Section 1: Regular Meetings of the Board

A minimum of eight (8) regular meetings of the Board shall be held annually. All Board meetings are open to members and staff of the Centre except when the Board chooses to meet in camera for cause.

Section II: Quorum

A quorum of the Board shall be fifty percent (50%) of the directors of the Board.

Section III: Notice

Except in the case of an emergency, Directors shall receive at least seventy-two (72) hours prior notice of Board meetings. Meetings of the Board shall be held at any time without formal notice if all Directors are present, or if those absent have waived notice or given their consent in writing to the meeting being held in their absence.

The accidental omission to give notice of any meeting, or the Board member having not received notice, shall not invalidate any resolution passed or any proceeding taken at any of the meetings. Any member of the Board of Directors may at any time waive notice to any such meeting and may ratify, approve, and confirm any or all proceedings and actions taken.

Section IV: Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes of those present. In the case of a tie, the Chair shall cast the deciding vote.

Section V: Board Minutes

Minutes of all Board meetings shall be made available for perusal by all staff and the public upon request. Guided by the right to privacy of individuals, the Board, at its discretion, shall specify those items in the minutes that shall not be made public.

Section VI: Special Meetings

Any special meeting of the Board shall be called by the President upon the written request of at least five (5) members of the Board and shall be scheduled within seven (7) days of the receipt of request.

Special meetings shall deal only with those matters included in written notification to members of the Board.

Quorum of the Board for Special Meetings shall be two-thirds (2/3) if its members.

Section VII: Action by the Board

The powers of the Board or of a committee of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. A resolution in writing signed (by email or writing) by all members of the Board shall be as valid and binding as if it had been passed at a meeting of the Board duly called and constituted, and shall take effect on the date of signing.

Article VII – OFFICERS OF THE CENTRE AND THEIR DUTIES

Section I: Officers of the Board

At the first meeting of the Board of Directors following the annual meeting, the Board shall elect from its members the following officers:

President
Vice-President
Secretary
Treasurer

No staff person shall be eligible for election as an officer.

(a) President

The President shall be the Chair of the Board of Directors, of the Executive Committee, and of all meetings of members, and shall be a member ex-officio of all committees except the Nominating Committee. The President shall be the primary representative of the Centre to other community agencies, and to government, funding, and private bodies.

(b) Vice-President

Vice-President shall act as the Vice-Chair of the Board and as the Chair of the Personnel Committee of the Board. The Vice-President shall act for the President in all functions if the President is absent or unable to function as President.

(c) Secretary

The Secretary is responsible to the Board of Directors and shall ensure that the following functions occur:

- ◆ The recording of minutes of all regular and special meetings of the Board of Directors
- ◆ The keeping of minutes in a minute book.
- ◆ Distribution of copies of minutes to all Board members during the week prior to the regularly scheduled meeting
- ◆ Compilation of reports (oral or written) from all committees including the Executive Committee.
- ◆ Maintenance of the files and records of the Board to be passed on to future officers

(d) Treasurer

The Treasurer is responsible to the Board of Directors and to the Centre's membership for advising on financial matters of the Centre. She shall:

- ◆ Ensure that the books of the organization are kept up to date.
- ◆ Submit financial statements at quarterly meetings of the Board of Directors.
- ◆ Work with the Centre's auditor to ensure that financial records are maintained according to procedures required by the funders.
- ◆ Other duties as outlined in the Financial Policies

(e) Executive Director

An Executive Director shall be appointed by the Board and empowered to carry on the affairs of the Centre according to its general policies outlined by the Board. The Executive Director shall have charge of all funds belonging to the Centre and shall disburse the same under the direction of the Board. She shall report to the Board as may be required and shall, prior to the Annual Meeting, submit a detailed statement of the receipts and expenditures made up and audited to the thirty-first (31) day of March in each year.

The Executive Director shall be hired through a process as determined by the Executive Committee. She shall also receive a performance review through a process as determined by the Executive Committee.

Section II: Variations of Powers and Duties

The Board may from time to time and subject to the provisions of the Corporations Act (Manitoba) vary, add to, or limit the powers and duties of any officer.

Section III: Duties of Officer May Be Delegated

Should the President, Vice-President or any other officer of the Board be absent or unable to act or refuse to act, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for so long as is necessary under the circumstances.

Article VIII – COMMITTEES

Section I: Committees of the Board

To aid the Board in carrying out its functions, it shall appoint standing and/or ad hoc committees. Although the Executive Committee shall be composed only of Board members, eligibility criteria for all other committees will be determined individually.

Section II: Procedure – Standing Committees

Unless otherwise determined by the Board, each Standing Committee shall have power to fix its quorum at not less than a majority of its members, to elect its Chair, to regulate its procedures, and to determine the nature and extent of staff and member participation on its committee.

Section III: Ad Hoc Committees

The Board shall have power to appoint from time to time any Ad Hoc Committee that shall exist to undertake and complete a specific time-limited task or purpose in the interest of the Centre. The Board shall have power to designate the goals and powers of such committee, and may exercise this, is deemed necessary or appropriate.

Section IV: Grievance Committee

A Grievance Committee shall consist of a member of the Personnel Committee appointed by the Board and additional Board members or external individual with relevant expertise who is appointed by the Board

Other than in cases involving a grievance which is of a nature that allows an employee to appeal the decision of the Grievance Committee to the Manitoba Labour Board, the decision of the Grievance Committee will be final and binding.

Section V: Standing Committees and Their Duties

(a) Executive Committee

This committee shall be elected by the Board from among its membership at the first meeting after the AGM and shall be comprised of all officers of the Board, plus the Past President, and the Executive Director. The Executive Committee shall act in an advisory capacity to the Board on matters of concern to the Board and shall act in an executive capacity in specific matters delegated to it by the Board, including policy development and financial management. The Executive Committee is further responsible for determining the processes for hiring the Executive director.

In the event of an emergency and/or inability of the Board to meet, the Executive Committee shall possess and may exercise all powers of the Board except the powers outlined in the Corporations Act (Manitoba) or those by this By-Law required to be exercised by the full Board. All the powers of the Board are hereby delegated to the Executive Committee as stated above.

All action taken by the Executive Committee shall be reported to the Board meeting and shall be subject to revision or alteration of the Board, provided that the acts or rights of third parties shall not be affected or invalidated by any such revision or alteration. It shall meet on the call of its Chair and a quorum shall be fifty per cent (50%) of its members, excluding the Executive Director but including the Chair.

(b) Personnel Committee

The Personnel Committee of the Board shall be chaired by the Vice-President, and consist of at least two (2) other Board members appointed by the Board at its first meeting after the Annual Meeting. The Personnel Committee of the Board shall act in an advisory capacity to the Board in all personnel matters.

(c) Nominating Committee

The Nominating Committee shall consist of two to three (2-3) Board members.

It shall be the duty of the Nominating Committee to prepare a list of candidates who are bona fide members of the Centre and who have consented in writing to be added to the list for election to the Board at the Annual Meeting. The Nominating Committee shall function throughout the year to recommend to the Board candidates for any vacancies among its members, officers, and/or committees.

In preparing the list of candidates, the Nominating Committee shall contact the membership for nominations.

Nominees shall be listed alphabetically and this list shall then be mailed to all members of the Centre a minimum of two (2) weeks prior to the Annual Meeting.

The Nominating Committee shall inform all nominators and nominees that:

- (1) Individuals elected to the Board shall serve as individuals in their own right.
- (2) Nominees must consent to the nomination in writing.

(d) Finance Committee

The Finance Committee shall consist of the Treasurer and at least one (1) other director. The Finance Committee is responsible for reviewing the financial status of the organization and ensuring on-going appropriate use of funding.

Article IX – ANNUAL GENERAL MEETINGS

Section I: Annual Meeting

There shall be an Annual Meeting of the Centre no later than six (6) months after the fiscal year end. The date, hour, and place of the meeting shall be designated by the Board and announced by written notice to each member and by public notice thirty (30) days prior to the Annual Meeting. Only those persons who have become members twenty-one (21) days prior to the Annual Meeting shall be entitled to vote.

Section II: Election of Board of Directors

The Board of Directors shall be elected by majority vote at the Annual Meeting. The Nominating Committee Chair shall announce the results of the vote at, or as soon after, the Annual Meeting as possible.

Section III: Special Meetings

A special meeting of the general membership shall be called by the President upon the written request of at least fifteen (15) active members in good standing of the Centre. The meeting shall be called within twenty-one (21) days of the receipt of the request. All members shall be notified in writing at least fourteen (14) days prior to the meeting. The notice shall include the reason for the meeting.

Special meetings shall only deal with those matters included in the written notification to the general membership

Section IV: Voting

Every active member in good standing shall be entitled to one (1) vote upon each question submitted to any meeting of the membership.

The voting shall be by show of hands or, if demanded, by a standing of ballot vote. Proxies shall not be allowed. In the case of a tie, the President shall cast the deciding vote.

Section V: Quorum

Quorum shall be set at the number of members in the Board of Directors plus one (1), all of whom must be present in person.

Section VI: Notice of Meetings and Manner of Giving Notice

Notice shall be given personally, delivered by courier, sent by email, or sent by mail in an envelope addressed to the Director or member at her address as it appears on the Centre's membership register. A notice or other documents so delivered shall be considered sent at the time it was handed to the courier, sent by email, or deposited in the mailbox.

No error or omission in giving notice of any annual, special, or adjourned meeting of the members of the Centre shall invalidate or make void that meeting or its proceedings. Any member may, at any time, waive notice of such a meeting and may ratify, approve, or confirm any or all of the proceedings.

Article X – FINANCE

Section I: Fiscal Year

The fiscal year of the Centre shall commence on the first day of April and shall terminate on the thirty-first (31) day of March.

Section II: Auditor

The auditor of the Centre shall be appointed by the Board and the appointment shall be ratified by the membership of the Centre at the Annual Meeting. The auditor appointed shall have access to the accounts and records of the Centre at all times, and shall have the right to require the production to him of all such accounts, books, records, receipts, cheques, and vouchers of the Centre as are necessary for the audit purposes.

The auditor shall make an annual audit within ninety (90) days of the end of the fiscal year and shall present a management letter to the Board. The audit report shall be presented to the Centre membership at the next Annual Meeting.

Section III: Bank Arrangements

Any branch of any chartered bank, credit union, or trust company selected by the Board shall be the bank of the Centre and all funds of the Centre shall be deposited therein as soon as possible after their receipt and as far as possible in the same form in which are received, All such cheques shall be signed by two (2) persons designated as having signing authority by resolution of the Board. The Board shall establish policies to govern the finances of the Centre and the signing officers

Section IV: Trust Fund

All monies received by the Centre that are in the nature of a trust shall be kept separate and apart from the ordinary funds of the Centre in a manner acceptable to the auditor of the Centre.

Section V: Insurance

It shall be the responsibility of the Board to ensure that it has adequate insurance coverage for:

- (a) comprehensive general liability
- (b) errors and omissions (including Director's and Officer's liability)
- (c) automobiles owned by the Centre or licensed in its name

Section VI: Signature and Certification of Documents

Contracts, documents, or any instruments in writing requiring the signature of the Corporation shall be signed by the Executive Director and a Board member signing authority appointed by the Board of Directors. Such contracts, documents, or any instruments in writing requiring the signature of the Corporation shall, when signed, be binding upon the Corporation without further authorization or formality providing they are signed by those identified above.

The Directors shall have the power from time to time by By-Law to appoint a director on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Section VII: Dissolution

In the event of dissolution of the Centre, and after payment of all its debts and liabilities, the remaining assets of the Centre shall be distributed to an organization the undertaking of which is charitable or beneficial to the community and meets with the values of the Centre and that are qualified donees as defined in subsection 149.1 (1) of the Income Tax Act.

Article XI – AMENDMENTS

Section I: Amendments to By-Laws

Article X, Section VIII, on distribution of assets on dissolution shall be amended only by a special resolution of the members.

All amendments to these By-Laws shall be in accordance with law and, in particular, with the requirements of the Corporations Act (Manitoba).

Any proposed amendment(s) to these By-Laws must be distributed to the Board at least thirty (30) days prior to the meeting of the Board at which the amendment(s) is to be considered.

No proposed amendments to these By-Laws shall be submitted to any meeting of the membership of the Centre unless it has been passed by a two-thirds (2/3) majority vote of the Board. Any amendments passed by the Board shall be effective to the next Annual Meeting, and unless ratified, amended, or rejected by a simple majority of the meeting of the membership of the Centre, shall become null and void following the next Annual Meeting. Any amendments proposed for ratification shall be distributed to the members at least thirty (30) days prior to the Annual Meeting.

Article XII – INTERPRETATION

Section I:

Unless the context otherwise requires, in these By-Laws, the feminine shall include the masculine and the masculine, the feminine. Whenever references are made to the Corporations Act (Manitoba) such references shall be deemed to extend and apply to any amendment or re-enactment of the statute.

IN WITNESS THEREOF the seal of the Centre has been affixed hereto this 21st day of June A.D. 1996, as attested to by the signatures of its proper officers in that behalf.

PRESIDENT

SECRETARY

This is schedule “B” annexed to the minutes of the Board of Directors of the North End Women’s Centre (the “Centre”) held on the 21st day of June A.D., 1996.

BY-LAW # 2

NORTH END WOMEN'S CENTRE
(Hereinafter called the "Centre")

NOW THEREFORE BE IT ENACTED as a By-Law of the North End Women's Centre Inc. as follows:

1. The directors of the Corporation may from time to time:
 1. Approve the borrowing of money on the credit of the Centre;
 2. Limit or increase the amount to be borrowed;
 3. Issue, sell or pledge securities of the Centre;
 4. Charge, mortgage, hypothecate or pledge all or any of the calls, rights, powers, franchises and undertaking to secure any securities or any money borrowed, or other debt obligation or liability to the Centre; and
 5. Guarantee the repayment of the debt, obligations, and liabilities of any other corporation.
2. The Board may from time to time delegate to a member of the Board of Directors by this By-Law to such extent and in such a manner as the Board of Directors may determine at the time of such delegation.

All or any of the said securities or other instruments may be signed by the President and the Secretary or by any two officers of the Corporation who may be authorized from time to time by resolution of the Directors.

IN WITNESS THEREOF the Corporate seal of the Centre has been affixed here to this 21st day of June A.D. 1996 as attested to by the signature of its proper officers in that behalf.

PRESIDENT

SECRETARY