

BY-LAWS

1. DEFINITIONS

1.1 In the by-laws of the *Canadian Feminist Alliance for International Action*, unless the context otherwise requires:

Act means the *Canada Not-for-profit Corporations Act*, or any statute that may be substituted therefor, as from time to time amended;

Activities means conduct of the Canadian Feminist Alliance for International Action to further its purpose but does not include the affairs of the Alliance.

Affairs means conduct related to the internal management and administration of the Alliance, including with respect to relations between the steering committee and member organizations.

Articles means Articles of Continuance under the *Not-for-profit Corporations Act*.

Audit engagement is the process of engaging an independent public accountant to examine the accounting records and other evidence supporting the financial statements; to prepare financial statements; and to render a professional opinion that the financial statements present a fair picture of the organization's financial position and its activities during the period in which the audit was carried out. (Compare to the definition of "review engagement").

By-laws means this by-law and all other by-laws of the Canadian Feminist Alliance for International Action from time to time in force and effect;

Corporation means the corporation without share capital incorporated under the Act and named "The Canadian Feminist Alliance for International Action, l'Alliance canadienne féministe pour l'action internationale";

Director means the person appointed by the Minister to carry out the duties and exercise the powers of the Director under the *Act*.

Meeting of members includes an Annual Meeting of members and a Special Meeting of members;

Member (other than members of the steering committee), means any women's equality-seeking organization or women's equality-seeking group (both of which are comprised of women only) that is interested in furthering the objects of the Canadian Feminist Alliance for International Action and in working in a spirit of cooperation, and that is admitted to membership in accordance with Section 5.1 of this by-law;

Ordinary Resolution means is a motion requiring the approval of a majority of the votes cast on the resolution.

Regulations means Regulations to the Not-for-Profit Corporations Act.

Review engagement is the process of engaging an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles.

Steering Committee acts as a Board of Directors as described under the Not-for-profit Corporations Act and in accordance with Section Seven of this by-law.

Special Business means any business transacted at a Special Meeting of members and any business transacted at an Annual Meeting of members except consideration of the financial statements, public accountant's report, election of Steering Committee members and reappointment of the incumbent public accountant.

Special Resolution is a motion requiring the approval of two-thirds of the votes cast on the resolution.

2 NAME OF THE NON-PROFIT CORPORATION AND REGISTERED OFFICE

2.1 **Name:** The name of the non-profit corporation subject to these by-laws is the Canadian Feminist Alliance for International Action in English and l'Alliance canadienne féministe pour l'action internationale in French.

2.2 **Registered Office:** The Registered Office of the *Canadian Feminist Alliance for International Action* shall be in the province of Ontario at a location as the Steering Committee may from time to time determine.

2.3 Requirement for Special Resolution: Pursuant to the *Act*, an amendment to section 2 requires a special resolution.

3 INTERPRETATION

3.1 In these by-laws *Canadian Feminist Alliance for International Action* or the shortened versions *Canadian Feminist Alliance*, *the Feminist Alliance*, *Alliance*, or *FAFIA* mean “not-for-profit corporation” or “the corporation” under the *Not-for-Profit Corporations Act*.

3.2 In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, references to persons shall include Firms and Corporations.

3.3 These by-laws shall be interpreted broadly and generously.

4 PURPOSE

4.1 The *Canadian Feminist Alliance for International Action* is committed to making international agreements on women’s human rights a reality in women’s everyday lives in Canada.

4.2 To achieve this purpose it

- makes links between international instruments and agreements and domestic policy-making;
- provides education and information regarding Canada’s human rights obligations and compliance with them to Canadian women’s organizations, women and other members of the general public
- supports the capacity of women’s organizations to work at the international level; and
- holds Canadian governments accountable to the commitments to women that they have under international human rights treaties and agreements, including the Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW) and the Beijing Platform for Action (PFA)

4.3 Requirement for a Special Resolution: Pursuant to the *Act*, any amendment to section 4 requires a special resolution amending the by-laws and articles of continuance or incorporation.

5 MEMBERSHIP

5.1 Membership in the *Canadian Feminist Alliance for International Action* shall be open to any women's equality-seeking organization or women's equality-seeking group (both of which are comprised of women only) that is interested in furthering the objects of the *Feminist Alliance* and in working in a spirit of cooperation, and that is approved for membership by the Steering Committee. Efforts will be made to ensure that the diversity of women in Canada is represented through the diversity of member organizations

5.2 **Class of members.** There shall be one class of members.

5.3 **Register of Members.** As required by the *Act*, a Register of Members shall be kept in the Registered Office of the *Canadian Feminist Alliance for International Action*.

5.4 **Qualifications.** Any organization may be admitted to membership if such organization complies with the requirements of section 5.1 hereof.

5.5 **Rights of Members:** The Rights of members of the *Canadian Feminist Alliance for International Action* as stipulated in the *Not-for-profit Corporations Act* include the rights to:

- receive notice of Annual Meetings and Special Meetings of the membership of the *Alliance* in keeping with the notice provisions of these by-laws;
- cast a vote on resolutions proposed at Annual Meetings and Special Meetings of the membership;
- cast a vote in the election of members of the Steering Committee;
- cast a vote on the selection of the public auditor at the Annual Meeting;
- cast a vote on any motion to remove a member of the Steering Committee at a special meeting of the *Alliance*.
- receive notice of Annual Meetings and Special Meetings of the membership as provided for in these bylaws;

- propose motions to an Annual Meeting or Special Meeting of the membership in keeping with the deadline for such motions as provided for in these bylaws;
- nominate individuals to serve on the Steering Committee;
- make a proposal to create, amend or repeal a by-law or article.
- receive at the Annual Meeting a statement for the proceeding financial year, an auditor's report, and a report of the Steering Committee on its conduct of the affairs and activities of the *Alliance*;
- examine and receive extracts from the records of the *Alliance* on request.

5.6 Additional Rights of Members: The members of the *Alliance* may by special resolution add to and, if desired, subsequently amend or repeal additional rights of members.

5.7 Responsibilities of Members. Member organizations agree to

- inform their members of the activities undertaken by the *Alliance* in the advancement of its purpose;
- provide the name of a person who will serve as the liaison between their organization and the *Alliance*;
- provide the information required for the Registry of Members and inform the *Alliance* of any changes in that information in a timely manner;
- endeavour to participate in Annual Meetings and Special Meetings of the *Alliance*.

5.8 Transfer of Membership. The interest of a member in the *Canadian Feminist Alliance* is not transferable and lapses and ceases to exist when the organization ceases to function or when the member ceases to be a member by resignation or otherwise in accordance with the bylaws of the *Alliance*.

5.9 Membership Fees. The fees (if any) payable by members shall from time to time be fixed by resolution of the Steering Committee. A notice of the fees payable at any time shall be sent to each member by the secretary promptly before the due date. The Steering Committee, at any time, may waive membership fees when it deems this to be reasonable.

5.10 **Resignation.** Members may resign at any time in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Alliance prior to acceptance of such resignation.

5.11 **Termination for Nonpayment.** If membership fees are levied by the Steering Committee, the Steering Committee may notify a member whose fees are in arrears that their membership may be terminated if the fees are not paid within a designated time. In the event the fees are not paid within the designated time, the Steering Committee may pass a motion to remove the member from the Register of Members. Thereupon such organization shall cease to be a member of the *Canadian Feminist Alliance for International Action*. Any such member may re-apply for membership.

5.12 **Removal.** Upon thirty days' notice in writing to a member of the *Alliance*, the Steering Committee may, after giving the member an opportunity to be heard, determine that a member is not working within the collaborative spirit and/or objectives of the *Canadian Feminist Alliance for International Action*. In this case, Steering Committee may pass a resolution authorizing the removal of such member from the Register of Members . The member so removed has the right to be heard by the next meeting of members and that meeting may confirm or reverse the decision of the Steering Committee.

5.13 **Special Resolution Required:** Pursuant to the *Act*, any amendment to sections 5.1, 5.2, 5.4, 5.5 5.6, and 5.8 requires a special resolution.

6 MEETINGS OF MEMBERS

6.1 **Annual Meeting:** The annual meeting of members shall be held in the third week of June each year for the purposes of considering the financial statements of the *Alliance*,, the report of the Corporation's auditor, and the report of the Steering Committee, electing members of the Steering Committee, appointing auditors, for authorizing the form of the audit as provided for in section 12.4 of these by-laws, and for the transaction of such other business as may properly be brought before the meeting. The annual meeting may take place either in person or through a telephone conference call or other electronic means as determined by the Steering Committee.

6.2 Postponement of Annual Meeting: Notwithstanding section 6.1, the Steering Committee may determine that the Annual Meeting should be postponed to a date no later than the fourth week of September of the year in question or as otherwise prescribed by the *Regulations* to the *Act*.

6.3 Special Meetings: The Steering Committee shall have the power to call a special meeting of members at any time following the notice procedures in these by-laws for meetings of members.

6.4 Requisition of a Special Meeting of Members: The Steering Committee shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. The requisition in the form of statements signed by those requisitioning the special meeting shall be sent either by mail or by electronic means to all members of the Steering Committee and to the Registered Office of the *Alliance*. The requisition shall state the nature of the business to be transacted at the meeting. If the Steering Committee does not call the meeting within 21 days after receiving the requisition (or other period prescribed by *Regulations*) any member that signed the requisition may call the special meeting. The notice provisions for calling a meeting of members set out in 6.6 of these by-laws shall be followed for a requisitioned Special Meeting .

6.4.1 Notwithstanding section 6.4, the Steering Committee is not required to call the meeting as requisitioned if a notice of membership meeting has already been issued, or for any of the other reasons specified in section 167 of the *Act*.

6.5 Place of Meetings. - Meetings of members may be held either by telephone conference call or other electronic means or in-person. In-person meetings of members shall be held in the municipality in which the registered office is situated or, if the Steering Committee shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

6.6 Notice of Meetings. Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section 11 not less than 30 days before the date of the meeting to each member of the Steering Committee, to the auditor, and to each member who at the close of business on the day

immediately preceding the day on which notice is given is entered in the register of members of the Corporation. The notice shall include the text of any resolution that requires the support of two-thirds of votes cast, and any motion that is proposed by the Steering Committee or by a Member and shall state the nature of any special business to be transacted in sufficient detail to permit the members to form a reasoned judgement thereon.

6.6.1 Requirement for Special Resolution: Pursuant to the *Act*, any amendment to section 6.6 requires a special resolution.

6.7 Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting and if the adjournment is for less than 31 days (or other period as prescribed by the *Regulations*).

6.8 Members' motions: The notice of meeting shall include any motions relevant to the purpose of the *Alliance* that a member organization wishes to have discussed and voted upon at the meeting of members. At the request of the member, the notice will contain a statement by the member in support of the motion and the name and address of the member. The statement shall not exceed 500 words or other length as may from time to time be prescribed by *Regulation*. The member must submit the proposed motion by electronic means or mail to the Registered Office of the *Alliance* not less than 45 days before the date set for the Annual Meeting.

6.9 Meetings Without Notice. - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the members of the Steering Committee are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the *Alliance* at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

- 6.10 **Chair or Co-Chairs, Secretary and Scrutineers.** - The chair or co-chairs of any meeting of members shall be the individual holding the office of Chair or Co-Chair of the Steering Committee. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. The chair or co-chairs shall appoint some person, who need not be a member, to act as secretary of the meeting. If required, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair or co-chairs with the consent of the meeting.
- 6.11 **Persons Eligible to be Present.** Those eligible to be present at a meeting of members shall include those entitled to vote thereat, the members of the Steering Committee and auditor and any other person admitted on the invitation of the Steering Committee or the chair of the meeting with the consent of the meeting.
- 6.12 **Quorum.** The quorum for the transaction of business at any in person or electronic meeting of members shall be a minimum of 10% of the members entitled to vote thereat.
- 6.13 **Opening Quorum.** If a quorum is present at the opening of a meeting the members present may proceed with the business of a meeting even if a quorum is not present throughout.
- 6.14 **Right to Vote.** -At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the Registry of Members as a member.
- 6.15 **Proxies.** – At any meeting of members a proxy holder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxy holder would be entitled to exercise if present at the meeting. A proxy holder must be a member and shall not hold more than two proxies. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if it is deposited with the Registered Office of the Alliance or Chair of the Steering Committee or as may be directed in the notice calling the meeting.

6.16 Participation by electronic communication at in-person meetings of members: A member may participate in a meeting of the members by means of such conference telephone or other communications facilities as all members consent to the use of in advance of the meeting. A member participating in such a meeting is deemed to be present at the meeting for purposes of quorum. Voting, if necessary, at such meetings shall be by poll of the participants signifying verbally or by electronic means of communication their assent or dissent on the matter before the members for approval.

6.17 Votes to govern at meetings of members.

6.17.1 Consensus votes: Questions on matters other than those requiring a special resolution shall normally be determined by consensus (general agreement of members with no member choosing to block the decision being taken) at either in- person meetings or meetings held by electronic means. After discussion, the consensus of the meeting shall be summarized by the chair of the meeting and that summary entered into the minutes as the decision of the meeting.

6.17.2 Requirement for a Special Resolution: two-thirds of the votes cast are required for resolutions dealing with the matters specified in section 13.5 of these by-laws. Matters requiring such special resolutions cannot be decided by means of consensus and shall be decided following the procedures in section 6.17.3.

6.17.3 Voting Methods if lack of consensus or on matters requiring a special resolution

6.17.3.1 Show of hands at an in-person meeting– If consensus cannot be reached on a matter or if the matter under consideration requires a special resolution, the matter may be decided by a show of hands unless, after a show of hands, a ballot is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote.

6.17.3.2 Poll of members in meeting held by conference call or by other electronic means: If consensus cannot be reached at a meeting of members held by conference call or by other electronic means or if the matter under consideration requires a special resolution, the matter may

be decided by a verbal or electronic poll of the participants signifying verbally or by telephone conference call or other electronic means of communication their assent or dissent on the matter before the members for approval. Every member present is entitled to one vote.

6.17.3.3 **Declaration by Chair:** Whenever a vote by show of hands or by a verbal or electronic poll as provided for in section 6.1.2.2 has been taken upon a question, a declaration by the chair of the meeting that the vote has been carried or carried by a particular majority or not carried shall be accepted as the result of the vote and entered into the minutes of the meeting as such, unless a ballot has been demanded by the Chair or a member.

6.17.3.4 **Ballot:** Notwithstanding 6.17.3.3 and irrespective of whether consensus has been deemed to have been achieved or a vote taken by show of hands or by means of a verbal or electronic poll, the chair or any members may demand a ballot on the matter under consideration. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in the meeting and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon the said question.

6.17.4 **Voting for members of the Steering Committee:** The election of members of the Steering Committee shall take place at an annual meeting of members. In situations where more candidates are nominated than positions are open on the Steering Committee, the election shall take place by means of a secret ballot.

6.17.5 **Quorum for votes:** The quorum for the conduct of votes, whether by show of hands or by verbal or electronic poll or mail-in ballot, shall be 10% of the membership.

6.17.6 **Casting vote by chair of meeting.** - In case of an equality of votes at any meeting of members whether held in-person or by electronic means, the chair of the meeting shall not be entitled to an additional or casting vote.

6.18 **Adjournment.** - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7 STEERING COMMITTEE

7.1 **Election of Steering Committee:** There shall be a Steering Committee whose members are elected at an Annual Meeting.

7.2 **Responsibilities of the Steering Committee:** The responsibilities of the Steering Committee include:

7.2.1 carrying out the activities of the *Alliance* as decided by the Annual Meeting and initiating other activities that further the purposes of the *Alliance*.

7.2.2 approving applications for membership in the *Alliance*.

7.2.3 managing the affairs of the *Alliance* which includes but shall not be limited to matters specified in the *Not-for-profit Corporations Act*

- managing the property and business of the Alliance, including hiring and supervising staff members;
- ensuring that the Registers of Members, Directors and Officers are up to date and available in the registered office of the Alliance;
- ensuring that the records of the Alliance are maintained and are available in the registered office for inspection by representative of the member organizations, by members of the Steering Committee of the Director;
- sending a copy to the Director of any new by-law, amendment to the by-laws, or repealed by-law within 12 months of the date on which the by-law was created, amended or repealed by the Annual Meeting or within other such period as may from time to time be specified in the *Regulations*;
- informing the Director of any amendments to the Articles of Continuance immediately upon their approval by a meeting of members.

7.3 Number of Members of the Steering Committee. - The Steering Committee shall be comprised of a minimum of four (4) and a maximum of eleven (11) individuals according meeting the qualifications under section 7.4 of this by-law.

7.3.1 Requirement for a Special Resolution: Pursuant to the *Act*, an amendment to section 7.3 to change the minimum and/or maximum number of the Steering Committee requires a special resolution.

7.4 Qualification. Individuals seeking nomination to the Steering Committee must be women who are 18 years of age or older and who have the power under law to contract, who will act in a spirit of collaboration to meet the goals of the Alliance and who are duly elected by the members.

7.5 Nominations Committee. – In accordance with Section 7.25 of these by-laws, the Steering Committee may choose to appoint a Nominations Committee to compile a slate of individuals to be considered for election as members of the Steering Committee. If a Nominations Committee is appointed by the Steering Committee, nominations shall be solicited from the members by the committee at least one month prior to the annual general meeting of members. The Nominations Committee will then review the candidates to ensure that they are qualified to act as members of the Steering Committee. The nominations committee will consistently strive to ensure that the broad diversity of women in Canada is represented on the Steering Committee.

7.6 Election. – The members shall elect the members of the Steering Committee at the Annual Meeting.

7.7 Failure to Elect Steering Committee: Notwithstanding section 7.6, the incumbent members of the Steering Committee shall remain in office if members of the Steering Committee are not elected at the Annual General Meeting.

7.8 Appointment of Additional Steering Committee Members: The Steering Committee may appoint one or more members to serve on the Steering Committee. Such additional members shall hold office for a term expiring not later than the close of the next Annual General Meeting of Members. The total of members so appointed may not exceed one-third of the total number of

members of the Steering Committee elected at the previous general meeting of the members and the total number of members of the Steering Committee thus created shall not exceed the maximum provided in the Articles of Continuance.

7.9 **Term.** The members of the Steering Committee shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election, at which point they may stand for re-election.

7.10 **Staggered terms.** On the recommendation of the Steering Committee to the Annual Meeting, the terms of office of the members of the Steering Committee may be set to expire at different annual meetings in order to provide for continuity in the affairs of the *Alliance*.

7.11 **Vacation of Office.** - A member of the Steering Committee ceases to hold office upon death; upon removal from office by the Steering Committee or by the members; upon ceasing to be qualified for election as a member of the Steering Committee; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

7.12 **Removal of Members of the Steering Committee.** - The members may remove by ordinary resolution at a duly called special meeting of the membership from office any member or members of the Steering Committee. A vacant position resulting from this removal may be filled at the special meeting or by the Steering Committee as provided for in section 7.8 of these by-laws.

7.13 **Vacancies.** - Vacancies on the Steering Committee may be filled for the remainder of the term of office either by the members by electronic ballot or by the Steering Committee if the remaining members of the Steering Committee constitute a quorum. In the latter instance, any vacancy will be deemed to be filled until the membership may duly elect a replacement.

7.14 **Meetings of Members of the Steering Committee:** Meetings of the Steering Committee may be by electronic communication or in-person. If an in-person meeting of the Steering Committee is held, a member of the Steering Committee who is not in attendance may participate by telephone or other communications facility that permits all persons participating in the meeting to communicate adequately with each other. A member of the Steering

Committee participating in such a meeting by telephone or other communications means is deemed to be present at the meeting and be counted for purposes of quorum.

7.15 Place of Meetings: Meetings of the Steering Committee may be held at any place in or outside Canada.

7.16 Calling of Meetings: Meetings of the Steering Committee shall be held from time to time at such time and at such place as the Steering Committee, the Chair or Co-Chairs of the Steering Committee or a quorum of members of the Steering Committee may determine.

7.17 Notice of Meetings: _ Notice of the time and place of each meeting of the Steering Committee shall be given by electronic means to each member of the Steering Committee not less than ten days before the date of the meeting. A notice of a meeting of members of the Steering Committee need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the Steering Committee is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.18 Regular Meetings. - The Steering Committee may appoint a day or days in any month or months for regular meetings of the Steering Committee at a place and hour to be named. A copy of any resolution of the Steering Committee fixing the place and time of such regular meetings shall be sent to each member of the Steering Committee, but no other notice shall be required for any such regular meeting.

7.19 First Meeting of New Steering Committee. - Provided a quorum of members of the Steering Committee is present, each newly elected Steering Committee may without notice hold its first meeting immediately following the meeting of members at which the election of such Steering Committee is announced.

7.20 Chair or Co-Chairs. - The chair or co-chairs of any meeting of the Steering Committee shall be the individual holding the office of Chair or Co-Chair as have been appointed by the Steering Committee and is present at the meeting. If no such officer is present, the members of the Steering Committee present shall choose one of their number to be chair.

7.21 Quorum. - The quorum for the transaction of business at any meeting of the Steering Committee shall consist of three members of the Steering Committee if there are a total of five elected members, four members of the Steering Committee if there are a total of six or seven elected members of the Steering Committee and shall consist of five members of the Steering Committee if there are eight or nine elected members of the Steering Committee, and shall consist of six if there are ten or eleven members of the Steering Committee.

7.23 Votes to Govern. - Voting at such meetings shall normally be by consensus, with the chair of the meeting summarizing for the minutes the consensus at the end of the discussion of a matter. In cases where consensus is not reached, the members of the Steering Committee may decide a question by means of a poll of the participants who may signify verbally or by electronic means their agreement or dissent on the matter before the Steering Committee. The question will be decided by a majority of the votes cast on the question. In the case of an equality of votes the chair or co-chairs of the meeting shall not be entitled to a second or casting vote.

7.24 Remuneration and Expenses. - The members of the Steering Committee shall serve as such without remuneration and no member of the Steering Committee shall directly or indirectly receive any profit from such position. However, the members of the Steering Committee shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Steering Committee or any committee thereof. Nothing herein contained shall preclude any member of the Steering Committee who is engaged in or is a member of a firm engaged in any business or profession from stepping down from the Steering Committee so as to act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Once such business has been completed, this member may rejoin the Steering Committee to complete her term. Such business should not be for a period of six months or longer without the agreement of the Steering Committee.

7.25 Committees of the Steering Committee: The Steering Committee may appoint one or more other committees of the Steering Committee, however designated, and delegate to any such committee any of the powers of the Steering

Committee, subject to any rules and regulations imposed from time to time by the Steering Committee.

7.26 Action by Committees. - The powers of a committee of the Steering Committee may be exercised by a meeting at which quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

7.27 Advisory Bodies. - The Steering Committee may from time to time appoint such advisory bodies as it may deem advisable.

7.28 Procedure. - Unless otherwise determined by the Steering Committee, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair or co-chairs and to regulate its procedure.

8 OFFICERS

8.1 Appointment. - The Steering Committee shall from time to time appoint a Chair or Co-Chairs and may appoint such other officers as the Steering Committee may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Steering Committee may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. An officer may but need not be a member of the Steering Committee

8.2 Chair or Co-Chair. - The Chair or Co-Chairs shall, subject to the authority of the Steering Committee, have general supervision of the direction of the Alliance ; and shall have such other powers and duties as the Steering Committee may specify. The Chair or Co-Chairs shall be a member of the Steering Committee.

8.3 Executive Director/Senior Staff. - The Steering Committee may from time to time also appoint an executive director or other senior staff member. If appointed, the executive director or other senior staff member shall, subject to the authority of the Steering Committee, have general supervision of the day-

to-day business and affairs of the Alliance; and shall have such other powers and duties as the Steering Committee may specify.

8.4 Powers and Duties of Officers. - The powers and duties of all officers shall be such as the Steering Committee may specify. The Steering Committee may, from time to time vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Steering Committee otherwise directs.

8.5 Term of Office and Remuneration. - The Steering Committee, in its discretion, may remove any officer of the *Alliance* . Otherwise each officer appointed by the Steering Committee shall hold office until a successor is appointed or until an earlier resignation is received. The officers shall not be paid remuneration for their services as officers.

8.6 Agents and Attorneys. - The *Alliance*, by or under the authority of the Steering Committee, shall have power from time to time to appoint agents or attorneys to act for it in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

8.7 Custody of the Corporate Seal. The Chair of the Steering Committee shall keep the corporate seal in her possession.

9 RECORDS OF THE ALLIANCE

9.1 Records The records of the *Canadian Feminist Alliance for International Action* consist of

- articles and bylaws and any amendments to them;
- minutes of meetings of members and committee members; resolutions of members and any committee of members;
- a register of directors; a register of officers, and a register of members;
- accounting records;
- records containing minutes of meetings of the directors and any committee of directors and resolutions adopted by the directors or any committee of directors.

- if any debt obligation is issued, a debt obligations registers that complies with the Act.

9.2 Location of Records The records shall be kept in the Registered Office of the *Alliance* or other location determined by the Steering Committee.

9.3 Form of Records The Records of the *Alliance* shall be kept in the following form or other form as may from time to time be prescribed by the *Regulations* to the *Act*:

9.3.1 Register of Directors shall include the following: the name of each director; the current residential address of each director; an email address if the director; the date on which each person became a director; and, if applicable, the date on which that person ceased to be a director.

9.3.2 Register of Officers shall include the following: the name of each officer; the current residential address of each officer; an email address if the officer has consented to receiving information or documents by electronic means; the date on which each person named in the register became an officer and, if applicable, the date on which that person ceased to be an officers.

9.3.3 Register of Members shall include the following: the name of each member; the current residential or business address of each member; an email address if the member has consented to receiving information or documents by electronic means; the date on each person named in the Register became a member; and if applicable, the date on which that person ceased to be a member; and the class or group of membership of each member if there is more than one class of member.

9.3.4 Register of debt obligations, in the event that the *Alliance* assumes any such obligations, shall be kept in the form prescribed by the *Act* or the *Regulations*.

9.4 Access to Records The records of the *Alliance* shall at all reasonable times be open to inspection by a representative of a member organization, a member of the Steering Committee, and the Director or his/her representative.

9.5 Retention of Records The accounting records of the *Alliance* shall be retained in the Registered Office for a period of six years after the end of the financial year to which the records relate or other period as may from time to time be prescribed by the *Regulations*.

10 COMMUNICATION

10.1 Communication by electronic means: Unless otherwise requested in writing by a member organization or a member of the Steering Committee, communication within the *Alliance* will normally be conducted by electronic means. The electronic system utilized must make the communication equally accessible to all member organizations and members of the Steering Committee.

10.2 Communication by posting on website: Communications other than that pertaining to notices of Annual Meetings or Special Meetings or motions to be voted upon by members may be provided by posting the information on the website of the *Alliance*.

10.3 Written consent of members: At the time of becoming members of the *Alliance* a member organization shall provide in writing a statement agreeing to receive communication in electronic form or requesting that such information be provided in written form. Agreement to receive information in electronic form may be revoked at any time. A member organization or member of the Steering Committee requesting information in written form that is otherwise available electronically may be required by the Steering Committee to cover any additional cost this imposes on the *Alliance*.

11 NOTICES

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the by laws or otherwise to a member, member of the Steering Committee, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the *Alliance* or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed

to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 7 days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The *Alliance* may change the address on its Registers of any member, member of the Steering Committee, officer, auditor or member of a committee of the Steering Committee in accordance with any information believed to be reliable.

11.2 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.3 Omissions and Errors. The accidental omission to give any notice to any member, member of the Steering Committee, officer or auditor or the non receipt of any notice by any member, member of the Steering Committee, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.4 Waiver of Notice. Any member (or a duly appointed proxy holder), member of the Steering Committee, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

12 OTHER MATTERS PERTAINING TO THE AFFAIRS OF THE CORPORATION

12.1 Financial Year. - Until changed by the Steering Committee, the financial year of the *Canadian Feminist Alliance* shall end on the last day of March in each year.

12.2 **Banking Arrangements.** - The banking business of the *Alliance* including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Steering Committee.

12.3 **Auditors.** - The members shall at each annual meeting appoint an auditor to audit the accounts of the *Alliance* to hold office until the next annual meeting provided that the members of the Steering Committee may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Steering Committee.

12.4 **Form of Audit** The members at each annual meeting shall pass a special motion (that is a motion requiring the support of two-thirds of the votes cast) to authorize an audit in the form of a “review engagement” unless the *Alliance* has received donations or gifts from individuals or corporations or grants or similar financial assistance from governments in a total amount that meets the threshold for an “audit engagement” as may be set from time to time in the *Regulations* to the *Act*.

12.5 **Financial Statements:** The Steering Committee shall place before the annual meeting the report of the public accountant and comparative financial statements for the preceding financial year which, pursuant to the *Regulations*, shall consist of:

- a statement of financial position or a balance sheet;
- a statement of comprehensive income or a statement of retained earnings;
- a statement of changes in equity or an income statement; and
- a statement of cash flows or a statement of changes in financial position.

12.6 **Rules and Regulations.** - The Steering Committee may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of the *Alliance*.

12.7 **Borrowing and Security** If authorized by a by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the Steering Committee may from time to time:

1. Borrow money upon the credit of the corporation;

2. Limit or increase the amount to be borrowed;
3. Issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
4. Secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the corporation, and the undertaking and rights of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such a manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

12.8 **Limitation of Liability.** - Every member of the Steering Committee and officer of the *Alliance* in exercising the powers and discharging the duties of a member of the Steering Committee or officer shall act honestly and in good faith with a view to the best interests of the *Alliance* and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no member of the Steering Committee or officer shall be liable for the acts, receipts, neglects or defaults of any other member of the Steering Committee, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the *Alliance* through the insufficiency or deficiency of title to any property acquired for or on behalf of the *Alliance*, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the *Alliance* shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the *Alliance* shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the member of the Steering Committee or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any member of the Steering Committee or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

12.9 **Execution of Instruments.** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the *Alliance* by two persons, one of whom holds the office of Chair or Co-Chairs of the Steering Committee and the other of whom is a member of the Steering Committee. In addition, the Steering Committee or the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

12.11 **Distribution of property upon liquidation:** In the event of dissolution or winding-up of the *Alliance*, all remaining property, after payment of its liabilities, shall be distributed to one or more qualified donees in Canada, within the meaning of the *Income Tax Act*, carrying on similar activities.

12.12 **Requirement for a special resolution:** Pursuant to the *Act*, an amendment to section 12.11 of these by-laws is an amendment to the Articles and requires a special resolution and the subsequent filing of the amendment with the Director.

13 AMENDMENT OF BY-LAWS AND ARTICLES

13.1 With the exception of matters requiring a Special Resolution, the by-laws of the *Canadian Feminist Alliance for International Action* may be repealed or amended or a new by-law enacted by a majority of the members of the Steering Committee at a meeting of the Steering Committee and sanctioned by the members through consensus (general agreement of members with no member choosing to block the decision being taken), or if consensus cannot be reached as decided by the Chair or Co-Chairs, through an affirmative vote of the members at a meeting duly called for the purpose of considering the said by-law. The repeal or amendment of a by-law or the creation of a new by-law is in effect from the time the Steering Committee approves the resolution but ceases to have effect if not approved or approved as amended by the membership.

13.2 Any change in the by-laws effected under section 13.1 shall be presented to the next Annual Meeting of the Members who shall, by ordinary resolution, confirm, reject, or amend the new, amended or repealed by-law.

13.3 If the new, amended or repealed by-law is not presented to the members as required under section 13.2 the by-law ceases to be in effect.

13.4 If a by-law, an amendment or a repeal of a by-law ceases to have effect because it is rejected by the members or not presented to them, a subsequent resolution of the Steering Committee that has substantially the same purpose or effect is not in effect until it is confirmed, or confirmed as amended by the members.

13.5 A special resolution of the members obtaining the support of two-thirds of the vote cast at a duly convened meeting of members is required to make any amendment to the articles or the by-laws of a corporation to

- change the corporation's name;
- change the province in which the corporation's registered office is situated;
- add, change or remove any restriction on the activities the corporation may carry on;
- create a new class or group of members;
- change a condition required for being a member;
- change the designation of any class or group of members or add, change or remove
any rights and conditions of any such class or group;
- divide any class or group of members into two or more classes or groups and fix the
rights and conditions of each class or group;
- add, change or remove a provision respecting the transfer of a membership;
- increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- change the statement of the purpose of the corporation;
- change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- change the manner of giving notice to members entitled to vote at a meeting of members;
- change the method of voting by members not in attendance at a meeting of members;
- add, change or remove any other provision that is permitted by this Act to be set out
in the articles.

13.6 The Notice of a meeting of members at which a proposal to make an amendment referred to in subsection 13.5 is to be considered shall set out the proposed amendment.

13.7 Any member eligible to vote at a membership meeting is entitled to propose an amendment to the by-laws or articles, including an amendment dealing with the matters specified in section 13.5, following the procedure specified in section 6.9 in these by-laws.

13.8 The Steering Committee shall send to the Director any amendments to the by-laws within 12 months of their approval by a meeting of members.

13.9 The Steering Committee shall send to the Director any amendments to the Articles immediately following their adoption by a meeting of members.

14 **Effective Date:** These by-laws shall come into effect on the date approved by members at a duly membership meeting of the members.