

MULTICULTURAL WOMEN'S ORGANIZATION
OF NEWFOUNDLAND AND LABRADOR
("MWONL")

CONSTITUTION AND BY-LAWS

1. Definitions

In the by-laws of the Organization, unless the context otherwise requires:

- 1.1. "Act" means **The Corporations Act**, RSNL 1990, c. C-36, or any statute that may be substituted therefor, as from time to time amended;
- 1.2. "Organization" means the above-noted Organization;
- 1.3. "Appoint" includes "elect" and vice versa;
- 1.4. "Articles" means the Articles of Association filed pursuant to the Act as are from time to time amended or restated;
- 1.5. "Board" means the Board of Directors of the Organization;
- 1.6. "By-laws" means this by-law and all other by-laws of the Organization from time to time in force and effect;
- 1.7. "Cheque" includes a draft;
- 1.8. "Directors" means the Board of Directors of the Organization and "Director" means a member of the Board of Directors;
- 1.9. "Meeting of Directors" includes a regular meeting of Directors, an annual meeting of Directors, or special meeting of Directors;
- 1.10. "Recognized Accounting Body" means the Instituted of Chartered Accountants of Newfoundland;
- 1.11. "Registered Address of the Organization" means the registered address of the Organization as determined by the Directors from time to time and as registered with Registry of Companies;
- 1.12. "Special Resolution" means a resolution passed in a general meeting by a majority of not less than two-thirds (2/3) of the votes of those Directors of the Organization who, being entitled to do so, vote in person or, where proxies are allowed, by proxy;
- 1.13. "Term" means a term of two (2) years;

1.14. “Trustee” means a trustee licensed under the Bankruptcy Act of Canada;

Save as aforesaid, words and expressions defined in the Act have such meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include masculine, feminine and neuter genders, and words importing a person include an individual, sole proprietorship, partnership, unincorporated organization, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

2. **Name:**

The name of the Organization shall be “The Multicultural Women’s Organization of Newfoundland and Labrador” and its abbreviation shall be “MWONL”

3. **Status:**

The MWONL shall be defined as a Voluntary, Non-profit, Non-Partisan and Non-sectarian Organization incorporated under the laws of the Province of Newfoundland and Labrador as a not for profit corporation, without share capital. It is administered by the Board of Directors of MWONL.

4. **Mission:**

The Multicultural Women’s Organization (MWONL) exists to ensure equality and full participation of immigrant and visible minority women within the Province of Newfoundland and Labrador.

5. **Objective:** The Objectives of the Organization are:

- 5.1. To identify the needs of multicultural women in terms of cultural, social, economic and educational areas within the province of Newfoundland and Labrador.
- 5.2. To improve the status of immigrant and visible minority women within the Province of Newfoundland and Labrador.
- 5.3. To act as an advocate and raise awareness on all issues that have an impact on immigrant and visible minority women.
- 5.4. To partner with all levels of government, public, and private institutions to develop and implement effective policies of the organization.

6. Membership:

- 6.1. Membership shall be open to all immigrant women, visible minority women and to any other women residing in the Province of Newfoundland and Labrador who are interested in promoting the objectives of the organization.
- 6.2. Every person upon being admitted to membership shall pay such fees as may be fixed by the Board of Directors from time to time.
- 6.3. Members will pay the fees as fixed by the Board on an annual basis and membership with the Organization will be renewable annually upon payment of the annual fee on or before April 30th of each year.
- 6.4. Members in good standing shall be those who have paid the required fees one month prior to the annual general meeting (AGM).
- 6.5. The membership of a member lapses if she fails to pay the fee within one month after the date of the AGM, but she may resume her membership at any time by paying the fee for the year in which she resumes her membership.

7. Board of Directors and Administration:

- 7.1. The Board of Directors of the MWONL shall consist of the President, the Vice-President, the immediate past President, the Secretary, the Treasurer and 5 members-at-large. The Board of Directors shall be responsible for all the affairs of the Organization.
- 7.2. The Officers: The Officers of the Organization, being the Executive Committee of the Organization, are the President, Vice President, the Secretary and the Treasurer. The Officers of the Board of Directors shall have the powers and the responsibilities delegated to them from time to time by the Board. They shall report to the Board of Directors.
- 7.3. The members of the Board of Directors (with the exception of the Past President) shall be elected at the Annual General Meeting by the membership once every two years for a two-year term. A member can serve an indefinite number of consecutive two-year terms, however, neither the President nor the Vice-President can hold the same officer's position for more than two consecutive two-year terms.
- 7.4. A vacancy created through the resignation, removal or death of a member of the Board of Directors shall be filled as follows. The vacancy for the position of President shall be filled by the Vice-President. Vacant positions from the Vice-President, Secretary and Treasurer shall be filled

from among the Board members. For any other vacancy, the Board of Directors may appoint members of the MWONL membership to serve for the remainder of the term.

- 7.5. Any member may be removed from the Board of Directors by a two-third majority of votes cast at the designated meeting of the Board of Directors, if:
 - 7.5.1. She is absent from three (3) consecutive meetings of Board of Directors without reasonable justification in the opinion of the Board of Directors.
 - 7.5.2. Her conduct is considered by the Board of Directors to be contrary to the purpose and objective of MWONL. Such an officer may appeal the decision by submitting a written appeal to the Board of Directors.
- 7.6. A Nominating Committee, consisting of three members of the MWONL shall be appointed by the Board of Directors at least one month prior to the Annual General Meeting. This Nominating Committee shall seek candidates for office from the general membership prior to the Annual General Meeting (AGM). Nominations will also be accepted from the floor at the AGM.
- 7.7. The notice of election shall be communicated to the members of the Organization at least three (3) weeks before the closing date for nominations.
- 7.8. The election of officers shall occur at the AGM under the supervision of the Nominating Committee. Each member shall have one vote. Votes shall be cast by secret ballot.
- 7.9. Eligibility to Vote: Members must be in good standing for at least three months prior to voting.

8. Duties of the Board of Directors:

- 8.1. **The President** shall normally preside at all meetings of the Organization and shall be one of the representatives to the National Organization of Immigrant and Visible Minority Women of Canada (NOIVMWC). The President shall, with the Treasurer or Secretary, as appropriate, sign all written documents of the Organization, and shall perform such duties as deemed necessary. Matters relating to policy and funding should be discussed with the Board before releasing any official statement or communication. The President shall call meetings of the Board of

Directors and act as spokesperson for the Organization. Such meetings can be conducted through e-mail.

- 8.2. **The Vice-President** shall preside in the absence of the President. In the event that the President is unable to continue her duties, the Board shall appoint the Vice-President to serve the existing term.
- 8.3. **The Secretary** shall keep minutes of all meetings for the Organization and of the Board, be responsible for correspondence, and to keep the records of the Organization including an accurate membership list and documents of value.
- 8.4. **The Treasurer** shall collect and record membership fees, as well as other monies received by the Organization. Major expenses as approved by the Board of Directors shall be paid by the Treasurer. The Treasurer shall balance the accounts and ensure that all documentation for income and disbursement is kept in order, provide financial reports to the members of the Board of Directors as required. An audited statement of the accounts each fiscal year ending April 30 shall be presented at the AGM. The Treasurer shall offer advice and make recommendations to the Board regarding financial matters. The Treasurer liaises with Project Coordinators of all the MWONL projects.
- 8.5. **The Past President** shall assist and advise the President and shall attend all Board Meetings.
- 8.6. **The Members-at-large** shall attend all Board Meetings.
- 8.7. **General** - The Board of Directors shall carry out the objectives of the Organization, make decisions concerning its ongoing activities, organize meetings, submit briefs to government, seek funding and direct special projects.

9. **Meetings:**

- 9.1. An Annual General Meeting shall be held once a year at a date, time and place to be determined by the Board of Directors. At an AGM, 1/5 of the voting members shall be a quorum for all purposes.
- 9.2. The Board of Directors shall meet at least once a month. At a meeting of the Board of Directors, a simply majority shall be a quorum for all purposes.
- 9.3. Sub-committees or special Interest Group meetings shall meet at call of the Chair or an as-needed basis.

10. Finances:

An account or accounts shall be opened and maintained in a bank designated by the Board of Directors. Signing authority for transactions on this account or accounts shall rest with the President, the Treasurer and the Secretary and all drafts shall require the signature of any two such officers.

11. General Rules:

11.1. The Organization Seal shall be kept by the President and/or the Secretary and shall be used only by the Authority of the Board. Signatories under the Seal shall be the President and/or Secretary/Treasurer.

11.2. Members delegated to attend any conferences under the auspices of this Organization must make a written report to the Board and submit the report within 60 days of returning from the meeting. All reports must be kept by the Secretary for future references.

11.3. No board member representing this Organization in other organizations or associations, shall make any commitment without prior approval of the Board.

11.4. No members of the Board shall receive remuneration for duties performed on behalf of the Organization in her capacity as a Board member. If, however, a Board member is hired by the Board to perform work specific to a funded-project, and any potential conflict of interest has been discharged in accordance with paragraph 12. herein (i.e., by abstaining from any participation in meetings and/or voting in regards to her participation in the said project), the said Board member may be remunerated for services provided in accordance with project funding at a level approved by the Board. The said Board member shall also be entitled to be reimbursed for all expenses incurred by her in accordance with her performance of the said project duties.

12. Conflicts of Interest:

12.1. To avoid conflicts of interest, any conflict of interest must be disclosed to the Board of Directors. The disclosure shall be made by the concerned Board Member.

12.2. There are two keys to discharging conflicts of interest:

12.2.1. Conflicts of interest must be disclosed to the Organization. Disclosure should be made as soon as any conflict is discovered.

12.2.2. After disclosure is made, the concerned Board Member with a conflicting interest must not participate in judging the merits of that interest. This usually means she must abstain from voting and refrain from otherwise promoting the outside interest.

12.3. When the conflict of interest has been discharged, the concerned Board Member will not be personally liable for any action.

13. Staff Hiring, Appointments and Responsibilities:

The Board of Directors may from time to time hire a Program Project Coordinator and, subject to a detailed job description, may delegate to her full authority to manage and direct the business and affairs of the Organization's projects (except such matters and duties as must be transacted or performed by the Board of Directors). The Program Project Coordinator shall conform to all lawful directives given to her by the Board and shall be responsible for the hiring of other contracted event coordinators at the direction of the Board and on the terms, conditions and at the level of remuneration directed by the Board.

14. Dissolution:

In the case of a dissolution of the Organization decided upon by two thirds of the Membership present at a general meeting, the assets and monies of the Organization after payment of all liabilities, shall be passed on to a recognized charitable Organization in Newfoundland and Labrador as recommended by the Board of Directors.

15. Amendments:

The Board of Directors may, by a vote of two-thirds (2/3) of the Directors present at a meeting of Directors, enact, amend or repeal any by-law of the Organization, provided a copy of the proposed amendment has been sent to the Board members of the Organization sixty (60) days prior to the meeting at which the vote is to be taken.

ENACTED as the revised Constitution and By-Laws of the Organization, by the Directors of the Organization