



INTERNATIONAL WOMEN OF SASKATOON (IWS)

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International Women of Saskatoon (IWS) Inc.

## Bylaws

*Date of Ratification: June 23, 2021*

*301-336 5<sup>th</sup> Avenue North*

*Saskatoon, SK S7K 2P4*



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## **PREAMBLE**

International Women of Saskatoon Inc. (IWS) is a not-for-profit organization formerly known as Immigrant Women of Saskatchewan, Saskatoon Chapter.

IWS was formed in 1985 and incorporated under the Non-Profit Corporations Act on January 29, 1987. IWS works both independently and in partnership with other agencies and groups to provide uniquely designed programs and services aimed at providing effective settlement/integration support systems to our clients and members. IWS has, as a matter of organizational culture and practice, committed to being dynamic, flexible, proactive and also responsive, by adopting such principles as: collaboration, coordination and cooperation vis-à-vis client services, community stakeholder engagement, relationship building with funders, inter-cultural connections and inter-sectoral networking.

For over 30 years, IWS has been providing support and services to immigrant/refugee women and their families. IWS is a strong advocate and champion for the women and the families that it serves.

IWS is managed by a volunteer board of directors that is elected by the general membership at an annual general meeting. IWS membership is open to all women who believe in the philosophy and support the mandate.

WHEREAS in compliance with the organization's philosophy of gender equality, equity, respect and non-discrimination on the basis of race, sexual orientation, religion and culture.

WHEREAS in the effort to ensure that the affairs of the Organization are conducted in the most effective manner and in accordance with the best practices as obtained in the non-profit sector.

WHEREAS in the effort to ensure a high level of consistency in the overall management and the day-to-day administration of the Organization.

WHEREAS the Organization is empowered under the Act to make Bylaws.

## **SECTION ONE** **STATEMENT OF OBJECTIVES**

**1.01 Goal** – The goal of IWS is to help improve the status of newcomer, immigrant and refugee women and their families residing in Saskatoon and the surrounding area by assisting them to become full participating members in all aspects of Canadian society.



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**1.02 Objectives** - To provide education, counseling and other settlement services for newcomers, immigrants and refugees, including language assessments, referral and instruction, employment training, job search programs, seniors' programs, computer training, skills development training, women's support groups and information/orientation programs for at-risk-youth and other services deemed necessary by the Board of Directors.

## **SECTION TWO** **INTERPRETATION**

**2.01 Definitions** – In the bylaws of the Organization, unless the context otherwise requires:

**“Act”** means *The Non-Profit Corporations Act, 1995* (Saskatchewan) and any statute that may replace that Act as it is amended in the future;

**“Board”** and **“board”** means the board of directors of the Organization;

**“Bylaws”** and **“bylaws”** means this bylaw and any other future bylaw that may come into force and effect;

**“Directors”** mean the members sitting on the Board of Directors of the Organization;

**“Meeting of Members”** mean the Annual General Meeting of members and any special meeting of members that is hosted by the Board;

**“Member”** means a member of the Organization;

**“Officers”** mean Officers of the Board of Directors;

**“Organization”** means the International Women of Saskatoon (IWS) Inc.;

**“President”** means the President of the Board of Directors of the Organization;

**“signing officer/signing authority”** means a person who is authorized to sign an instrument on behalf of the Organization by the terms of section <insert signing section> or by a resolution passed by the Board;

**“special meeting of Members”** means a special meeting of the Members who are entitled to vote at a meeting of Members;

**“working day”** means Monday to Saturday and does not include any day that is a holiday as defined in *The Interpretation Act* (Saskatchewan);



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EXCEPT AS STATED ABOVE, words and expressions defined in the Act mean the same thing when used in this document; and,

Words defined in the singular include plural and vice versa, words using persons include individuals, bodies corporate, partnerships, trust and unincorporated organizations.

## **SECTION THREE** **BUSINESS OF THE ORGANIZATION**

**3.01 Title** – These bylaws shall be cited as the Bylaws of the International Women of Saskatoon (IWS) Inc.

**3.02 Name** – This organization shall be known as International Women of Saskatoon Inc., also referred to as IWS.

**3.03 Corporate Seal** – The Corporate Seal of the Organization shall be in the form impressed, unless changed by the Board.

**3.04 Fiscal year** – the fiscal year of the Organization shall be from April 1 to March 31. The last day of the fiscal year being March 31.

**3.05 Audit** - the books of the Organization shall be reviewed annually by the auditor appointed at the most recently held Annual General Meeting (AGM).

**3.06 Execution of Instruments** – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Organization by any two of the following:

- President;
- Secretary;
- Treasurer;
- Any other person the Board or Executive Director appoints.

The Executive Director may limit instruments that may be executed by the people listed above. The Executive Director may specify the person who is authorized to execute specific instruments. Additionally, the Executive Director may specify the person or persons required to sign specific types of instruments. Each signing officer, as designated by these bylaws, may affix the corporate seal to an instrument when it is required.



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**3.07 Banking Arrangements** – The Board has the authority to designate the banks, trust companies or other corporate bodies that the Organization will conduct their banking business through.

**3.07.1 Banking Arrangements** – Two of the following people may withdraw from the Organization's bank account for payment of money:

- President;
- Secretary;
- Treasurer;
- Executive Director

**3.08 Investments** – the Board of Directors may decide to make any investment they see fit and are not limited to investing in shares, debentures, bonds, mortgages, or other financial instruments. Investments must be in accordance with the Act and limitations set out therein in regards to gifts or donations made to the Organization.

### SECTION FOUR

#### **BOARD OF DIRECTORS**

**4.01 Nature/Scope of Authority** – IWS Board of Directors is the legal authority for the organization with the primary duty of ensuring policy development and planning rather than day-to-day operation. Hence, unless these Bylaws provide otherwise, the Board shall exercise the powers of the organization directly or indirectly through the Executive Director and in the absence of an Executive Director, another delegate of the Board.

**4.02 Number and Quorum** – There must be a minimum of five (5) and a maximum of ten (10) Directors of the Organization. The quorum for Board meetings shall be 50% plus one (1) of the existing board membership. If a meeting takes place without a quorum the meeting must be delayed by the Chair.

**4.03 Qualification** – To qualify for election as a Director, an applicant must be a person that identifies as a woman, over the age of 18 and must be of sound mind. A person may not have the status of bankrupt and must be an individual. A majority of Directors must be Saskatoon and area (60km) residents and must be legally entitled to reside permanently in Canada. In order to qualify to be a Director, all qualifications in the Act must be satisfied and the person must be a Member of the Organization.

**4.04 Roles and Responsibilities of the Board of Directors** – the Board shall:

- a) perform the functions of the organization that relate to policy, governance, and general oversight;
- b) commit to the mission and mandate of IWS and be aware of issues/trends in the community that might affect those issues. This entails a deeper appreciation of the issues faced by the clients;





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- c) ensure that the organization's legal affairs are in order; know the board's legal obligations, and make sure that they are upheld; this may include social media related policy, Board and staff communication policy, office health and safety policy, Board management policy, and others.
- d) understand and if necessary, inquire of all financial and budget matters;
- e) respect the confidentiality of board members;
- f) bring knowledge and skills in one or more areas of board governance, including but not limited to: policy, finance, proposal & program development, personnel, and public education;
- g) serve on committees;
- h) attend all regular board meetings and notify the secretary if unable to attend due to unexpected and/or personal reasons, where only 30% of the regular board meetings can be missed in a year;
- i) be responsive to the Board's communications and share feedback in a timely manner;
- j) attend annual general meetings (AGM);
- k) actively support special events;
- l) support and participate in fundraising activities;
- m) establish ad hoc or standing committees to help it carry out specific organizational business; dismiss the committee as it deems fit;
- n) confirms the appointments and terminations of staff working with IWS following the recommendation of the Executive Director in the case of the staff reporting to the Executive Director; and the recommendation of the Personnel Committee in the case of the position of the Executive Director;
- o) **Confidentiality** - no director shall directly or indirectly use confidential information for any purpose other than for carrying out the service duties of IWS which information shall only be disclosed to persons authorized to receive such information.

**4.05 Conflict of interest** - no director is entitled to use her position in or association with IWS or the name of IWS to advance private or personal interests outside of the organization. Hence, no director shall exploit professional relationships for personal benefit, gain and/or gratification. All Directors must comply with the IWS *Code of Ethics and Confidentiality Policy*.

**4.06 Requirement for a Position on the IWS Board** - A director ceases to be a director and/or to hold office on the Board when she ceases to be a member of IWS or resigns from the Board or is duly removed from the Board.

**4.07 Composition of the Board** – the individual directors shall either be officers of the Board or members at large depending on their position on the Board.



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**4.08.1 Term** – Each director shall be elected to the Board for a three (3) year term. The following specifications apply:

- a) The term of office of directors shall be from the date of her election or appointment until the annual meeting following three (3) years (maximum of three (3) years);
- b) A director would be eligible to run for the office of the President after one (1) year of Board membership;
- c) The office of the President is for a maximum term of two (2) years, within the three (3) year term of her election or appointment as a Board director;
- d) The term of the office of the President shall be from the date of her election until the end of her three (3) year term as a Board director;
- e) A director who held the office of the President is eligible for the position of Past President and shall remain on the Board for an additional term of one (1) year;
- f) Upon the completion of a director's three (3) year term, the said director shall not be eligible to run for and/or sit on the IWS Board for a period of one (1) year immediately following her earlier term;
- g) Following the director's resignation or removal, the said director shall not be eligible to run for and/or sit on IWS Board for a period of two (2) years following her resignation and/or removal.

**4.08.2 Election to the Board** – Members of the Board shall be elected by the general membership at an Annual General Meeting. Any election of Directors shall be by secret ballot or by resolution if there are only 10 qualified nominees. The following specifications apply:

- a) prior to the elections, the general membership shall be given an adequate opportunity (30 - days prior to the annual general meeting) to nominate either oneself or others for positions on the Board using a nomination form prescribed by the Board; Consequently, nominations from the floor will not be accepted;
- b) Nominations must be received by the Board no later than twenty (20) days prior to the annual general meeting;
- c) Nominees are entitled to inquire as to who the other nominees are no earlier than fifteen (15) days prior to the Annual General Meeting;
- d) In the event that no more than ten (10) members are qualified to return to the Board as directors and/or to run for a seat on the Board, the said ten (10) members shall be deemed duly elected by the general membership;
- e) A Member stands elected to the Board by a simple majority vote of the members present at an AGM.

**4.09 Resignation** – Resignation from the Board may take place in the follow forms:

- a) A board member who fails to attend three (3) consecutive meetings without notification to the Secretary shall be considered to have resigned;
- b) Formal resignation from the Board must be made in writing and addressed to the Secretary of the Board.

**4.10.1 Reasons for Removal** – Subject to and in accordance with the provisions of the Act, the Board of Directors may by a motion passed by a simple majority of the Board at a duly



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constituted Board meeting remove a director for such cause as:

- a) non-performance of duties;
- b) conviction of a felony;
- c) repeated breach of IWS Bylaws with particular emphasis on provisions on:
  - i. the organization's philosophy;
  - ii. conflict of interest;
  - iii. confidentiality;
  - iv. improper conduct unbecoming of a director.
- d) Evidence of aforementioned breach (not less than 2 instances) shall be produced for a motion for dismissal to be duly passed.

**4.10.2 Formalities of Removal** - In order for removal to take place, the following formalities must be adhered to:

- a) a written notice of intention to remove must be given to the director in question at least 3 working days prior to the next Board meeting;
- b) at the board meeting, the motion for removal must be made and seconded, followed by a vote of non-confidence to dismiss;
- c) the decision of the non-confidence vote is final, regardless of whether the director in question is in attendance at the meeting or not;
- d) upon removal from the Board, the said director is deemed to be duly removed from any position on the Board;
- e) the vacancy created by any removal may be filled at the same meeting.

**4.11 Interim Appointment to the Board** – at a duly constituted Board meeting, the directors may, by a majority vote of the Board present, make interim appointments from the general membership to fill a vacancy on the Board. The interim appointment shall be ratified at a subsequent annual or special general meeting.

**4.12 Action by the Board** – It is the responsibility of the Board to manage the business and affairs of the Organization. In order for the Board to exercise their powers they must pass a resolution at a meeting with a quorum or have a written resolution signed by a quorum of Directors.

**4.13 Meeting of Directors**

- a) Meeting of Directors shall be held monthly;
- b) The Directors may, at any meeting, decide to hold monthly meeting by adopting a motion stating the day, hour and location of the meetings;
- c) Every director shall be given notice of a meeting by e-mail and/or telephone call at least five (5) days before the scheduled monthly meeting;
- d) By a majority decision of the members present, the Board may decide to cancel a specific monthly meeting;
- e) Special meeting of the Board of Directors may be called by any member of the Board, in consultation with the executive, when deemed necessary;
- f) The quorum for Board meetings shall be 50% plus one (1) of the existing board membership;
- g) At every board meeting each director shall have one vote on each issue/matter;



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- h) The president shall preside over every board meeting and in the event that the president does not attend a meeting, the vice president or the vice president's delegate shall chair the meeting;
- i) Every board meeting is open to IWS members although the Board reserves the right to hold in camera sessions (private meetings) to discuss matters it wishes to remain confidential prior to seeking public input such as: personnel and other potentially sensitive matter;
- j) No record of in-camera discussions shall be kept.

**4.14 Place of Meeting** – Meeting of the Board may be held in person in Saskatoon and area and/or virtually unless there is a resolution by the Board to Change this.

**4.15 Calling of Meetings** – It is the responsibility of the Chair of the Board, the President, or any Director to declare at what time and place the Meetings of the Board will be held.

**4.16 Regular Meetings** – the date and time of regular meetings will be decided by the Board. Each Director will be made aware of the date and time.

**4.17 Votes to Govern** – At all Board and committee meetings questions will be decided by majority vote.

**4.18 Remuneration and Expenses** – Directors are not entitled to be paid for their services as Director, however, they may be entitled to reimbursement for out of pocket expenses or travel costs that are so authorized by the Board.

**4.19 Conduct** – Every director shall at all times conduct herself with the highest level of respect for self, other members of the Board and IWS staff. Professional conduct shall be expected of directors at all times while at formal and informal functions at IWS and on behalf of IWS. The conduct of every director shall always reflect positively on the organization.

**4.20 General Duties of Directors** – The Board can specify the duties of each Director through the process of consultation.

**4.21 Protection and Indemnity of Directors and Officers of the Board** – Each Director or Officer holds office with protection from the organization.

- a) IWS indemnifies each director or officer against all costs or charges that result from any act done in her role for the organization;
- b) The Organization does not protect any director or officer for acts of fraud, dishonesty, and/or bad faith;
- c) No Director or Officer is liable for acts of any other Director, Officer, and/or employee of the organization;
- d) No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm, organization, agency or corporation dealing with IWS;
- e) No director or officer is liable for any loss due to an oversight or error in judgment unless the act is fraud, dishonest or bad faith;
- f) Directors and officers can rely on the accuracy of any statement or report

prepared by the Organization's auditor. Directors or officers shall not be held liable for any loss or damage as result of acting on that statement or report.



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## **SECTION FIVE** **OFFICERS**

**5.01 Board Officers Positions** – The IWS Board officers, also known as the Board Executives, shall consist of:

- a) President
- b) Vice-President
- c) Past-President
- d) Secretary
- e) Treasurer

**5.02 Election of Board Executives** – Board Executives shall be elected from among the directors by the directors at the first Board meeting following an AGM.

**5.03 Eligibility Requirement of Board President** – for a director to be eligible for the position of President, she must have previously served on the IWS Board for at least one (1) year.

**5.04.1 Term of Office President** – The office of the President is for a maximum term of two (2) years, within the three (3) year term of her election or appointment as a Board director; The term of the office of the President shall be from the date of her election until the end of her three (3) year term as a Board director;

There is no need for re-election after the first of the two-year term unless an Officer resigns or is removed from her executive position before the end of her term.

- a) In the event that a sitting president resigns her position after the first year of the two-year term, the said sitting president shall be entitled to move to the position of past president;
- b) In the event that the situation in 5.04.1(a) occurs, the out-going past president shall not be eligible to run for and/or sit on the Board for one year following the expiration of her earlier term.

**5.04.2 Term of Office Other** – Elected Officers other than the President shall hold their positions for a maximum term of two (2) years. They are not required to be re-elected after the first year unless an Officer resigns or is removed from their position.

- a) Notwithstanding the above provision, the position of the past president shall be for a term of two (2) years following the expiration of her earlier term as president;
- b) Notwithstanding the above provision, upon completion of a president's tenure, if that president is unable to assume the duties of a past president, then the immediate past president or another past president shall continue to perform that function for an additional term of one (1) year but not more than two (2) years.

**5.05 General Duties of the Board Executive** – The executive shall act on behalf of the Board during the period between Board meetings. However, all decisions of the executive shall

be presented to a subsequent meeting of the Board for ratification. The executive:

- a) May designate, as necessary, a member of the Board of Directors to undertake



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specific organizational responsibilities not specifically covered by the members of the executive;

- a) Shall ensure that any three members of the executive constitute the organization's legal signing authorities for the purposes of signing cheques and documents which the Executive Director is not duly authorized to sign;
- b) Shall ensure that each committee submits quarterly reports on activities throughout the year;
- c) Shall ensure that Board meetings are held on a regular basis;
- d) Shall have the power to appoint any other member of the Board to assist with the duties of the Secretary and/or Treasurer.

### **5.06 Specific Duties of the President** – The President shall:

- a) Be the Board chair;
- b) Provide leadership for the Board of Directors in developing short and long term organizational objectives;
- c) Ensure that the Board adheres to the bylaws;
- d) Monitor the effectiveness of the Board's decision making activities;
- e) Recognize Board members contributions to the Board;
- f) Assist in the orientation of new board members;
- g) Provide overall directions for developing policies that are cognizant with the organization's goals and objectives;
- h) Preside over all general, board and executive meetings, thereby ensuring effective time management;
- i) Collect inputs from other directors and/or general membership for the development of agenda for meetings;
- j) Act as one of the legal signing authorities for the organization;
- k) Play a leading role in supporting fundraising activities;
- l) Act on behalf of the board in emergencies;
- m) Shall periodically review the attendance record of the directors with the Secretary and discuss any attendance problems with the Board;
- n) Perform other responsibilities according to the wishes of the Board.

### **5.07 Specific Duties of the Vice-President** – The Vice-President shall:

- a) Assist the President in the performance of her duties;
- b) Assume the office of the president in the event that the president is incapacitated or if there is a non-continuance of incumbency;
- c) Be the chairperson of a committee;
- d) Provide an alternative route for the board members to raise issues or concern if they are unable to do so with the President.





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**5.08 Specific Duties of the Past President** – The Past President shall be filled by the director who is the most recent past president. The Past President shall assist and support the President; provide a historical context and guidance to the Board.

**5.09 Specific Duties of the Secretary** – The Secretary shall:

- a) Convene all meetings of the organization by the issuance of notice of such meetings;
- b) Take minutes at meetings;
- c) Keep and maintain records and minutes of all meetings;
- d) Keep and maintain records of the Board meetings attendance;
- e) Keep and maintain committee meeting minutes;
- f) Keep and maintain Board files and documents.

**5.10 Specific Duties of the Treasurer** – The Treasurer shall:

- a) Oversee the maintenance of the bank accounts of the organization;
- b) Review of the annual global budget for the Board approval;
- c) In consultation with the auditor, report on the financial standing of the organization at an Annual General Meeting;
- d) Ensure that all expenditures from the organization's accounts have appropriate budgetary authorization from the Board;
- e) Give approval for any non-budgeted expenses after consultation with the executive;
- f) Regular review and analysis of the financial statements (results).

**5.11 Variation of Powers and Duties** – the Board has the authority to change, add, or limit the powers and duties of any specific Officer or all Officers. This is subject to the Act.

**5.12 Terms of Office** – Subject to an employment contract and the Act, the Board will remove any officer of the Organization.

**5.13 Conflict of Interest** – Officers are responsible to disclose any material interest in a contract or proposed contract in accordance with section 4.05.

**5.14 Confidentiality Agreements – Officers and Employees** – Officers and employees of the Organization are required to sign a non-disclosure agreement and a confidentiality agreement indicating that they must keep information provided to them through the Organization confidential. Officers and employees must not disclose confidential information unless given authority by the Organization to do so.



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## **SECTION SIX** **COMMITTEES**

- 6.01 Committee of Directors/Members** – The Board has the authority to appoint committees made up of Directors and/or Members. The Board may then delegate any of the powers of the board to such a committee in accordance with the Act.
- 6.02 Duties of Committees** – The duties of the committees shall be assigned by the Directors.
- 6.03 Transaction of Business** – In order for a committee to be able to exercise their powers, they must have a meeting with a quorum present or must execute a written resolution that has been signed by all Members of the committee that would have been able to vote on that resolution.
- 6.04 Composition of Committees** - Each committee shall comprise at least three (3) members, one of whom must be a director. The committee chairperson shall be a director selected from the members of that committee, but every selection shall be subject to confirmation by the Board of Directors.
- 6.05 Meetings of Committees** – committee may meet, adjourn and/or regulate their meetings as the members deem fit. Minutes of the committee meeting shall be provided to the Board of Directors through the Secretary.
- 6.06 Procedure** – Each committee has the authority to choose its quorum so long as it is not less than a majority of its members, to elect its chair, and choose its procedure. The chair must be a Director. The Board has the authority to take on this responsibility if they so choose.
- 6.07 Decisions of Committees** – All decisions made by the committee on behalf of the Organization shall require the Board’s approval.

## **SECTION SEVEN** **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 7.01 Membership** – The Board has the authority to approve or deny Membership in the Organization. Membership comes into effect upon payment of membership fee, unless so denied by the Board.
- 7.02 Eligibility Criteria** – IWS membership shall be open to all persons who:
- a) Have an interest in improving the settlement and integration services for immigrant and refugee women, and
  - b) Subscribe to the goal and objectives of the organization.
- 7.03 Membership Procedure** – An eligible person is required to complete and submit a written application form in a form prescribed by the Board of Directors, in addition to the payment of a membership fee.



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**7.04 Fees** – The membership fee shall be established by the Board of Directors and the said fee may be reviewed annually as the Board deems fit. The fee may be waived for any person who is unable to pay. IWS membership is subject to an annual renewal fee set by the Board of Directors.

**7.05 Rights** – A Member shall have the right to:

- a) Attend and speak (by way of introducing motions, proposing issues for discussions, making suggestions, comments, and criticisms) at Board and Members' meetings;
- b) Stand for election to the Board of Directors;
- c) Hold an office on the Board;
- d) Carry one vote at an AGM or specially convened general meeting;
- e) Belong to a standing/ad hoc committee established by the Board, although the latter has the overriding right to limit the number of persons on each committee;
- f) Receive newsletters, annual reports, notices of general meetings, information updates and upon request other non-confidential materials;
- g) Withdraw her membership of the organization by giving a notice of the withdrawal to the secretary of the Board in person, in writing or by phone.

**7.06 Obligations** – A Member is obliged to:

- a) Comply with the provisions of these Bylaws;
- b) Uphold the philosophy of the organization;
- c) Notify the organization of any changes in their contact/ mailing information;
- d) Attend members' meetings;
- e) Submit to the organization notice of any matter that they propose to raise and/or discuss at a meeting not less than 10 working days prior to the AGM and not less than 5 working days in the case of a monthly board meetings.

**7.07.1 Termination of Membership** – A Membership in the Organization is non-transferable. Termination of Membership occurs when:

- a) A member dies or resigns; or
- b) A Membership expires and is not renewed; or
- c) The Board terminates a Membership;
- d) If a Member does not pay renewal fees within 90 days of notice (unless the fee has been waived); and
- e) The Organization is dissolved.

**7.07.2 Termination of Membership by the Board** – The Board of Directors shall terminate a person's membership on the following grounds:

- a) Repeated breach of the provisions of the bylaws with evidentiary proof (written or oral) of such a breach;
- b) Violation of the founding principles and philosophy of IWS with proof of evidence of such a violation;



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- c) Conviction for an offence/crime categorized as a felony under the Canadian legal system.

Written notice of such termination shall be given to the affected person within 60 working days following the termination.

### **SECTION EIGHT** **MEETING OF MEMBERS**

#### **NOTE:**

- The meeting of the members may take two forms known as an Annual General Meeting (AGM) and a Special General Meeting (SGM);
- As required by law, IWS should host an AGM for every fiscal year;
- Hosting of a SGM is the discretion of the Board of Directors and/or at least 10% of the organization's membership excluding the directors.

**8.01 Annual Meeting** – The Annual General Meeting of the organization shall be held on or before June 30 of each year. The purpose of the AGM is to examine financial statements and reports that are deemed necessary by the Act, to elect Directors, to appoint auditors for the upcoming fiscal year and to conduct any other business as may be brought to the meeting.

**8.02 Special Meetings** – The Board shall have the power to call a special meeting of the Members at any time. A Special General Meeting (SGM) may be called by the Board:

- a) In order to deal with matters on which membership input would be required prior to the date of the forthcoming annual general meeting; and/or
- b) In response to the written request of at least 10% of the Organization's membership excluding the directors;
- c) In the case of the above subsection (b), the SGM shall be called within 30 days of the receipt of such a request.

**8.03 Place of Meetings** – The Board has the Authority to determine the place and time of meetings of the members. Meetings shall be held in Saskatoon and the area and/or virtually.

**8.04 Notice of the Meeting of Members** – Notice of the meeting of members:

- a) Shall be in writing stating the date, time, place and the general nature of the meeting;
- b) In the case of an AGM, notice shall be provided to members and to the auditor not less than 15 working days and not more than 30 working days prior to the date of the meeting;



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- c) In the case of a SGM, notice shall be provided to members not less than 7 working days prior to the date of the meeting;
- d) A proposed agenda for a meeting shall be attached to the Notice of Meeting;
- e) If the Meeting is for any purpose other than examination of financial statements and reports by auditors, election of Directors, appointment of auditor or consideration of bylaws in accordance with the Act, the Notice must state the
- f) nature of the business to take place in such terms as the Members may be able to form a reasonable opinion on the business. The text of any special resolution to be considered at a Meeting must be included in the notice;
- g) A Member may waive notice of or otherwise consent to a meeting of Members;
- h) The accidental omission to give notice of meeting to members entitled to receive notice shall not invalidate the proceedings and/or the outcome of the meeting.

**8.05 Chairs, Secretary** – The President of the Organization shall be the Chair of all meetings of Members. If she is not present, then the Vice President shall be Chair, in her absence a new Chair shall be chosen from within the voting Members who are present. If the secretary is not present, the Chair shall appoint a Member to stand in for her.

### **8.06 Quorum**

- a) The quorum required for a meeting of members shall be 15% of the membership or 25 of the members, whichever is less;
- b) If at any time during a general meeting there ceases to be a quorum, the meeting shall be adjourned for  $\frac{1}{2}$  hour to allow for a quorum;
- c) If at the expiration of the  $\frac{1}{2}$  hour the required quorum is not achieved, the meeting shall be suspended to a later date when another meeting of members is called.

**8.07 Right to Vote** – Every member present at a general meeting is entitled to one vote on each matter.

### **8.08 Manner of Voting**

- a) Voting shall be by show of hands except where a member demands a secret ballot which demand must be supported by not less than 5 other members present;
- b) Voting by proxy or mail is not permitted;
- c) Subject to provisions of these Bylaws, a majority of the members present and cast votes at a meeting shall decide all the questions and/or matter raised;
- d) In the event of a tie, the President shall be entitled to cast the deciding vote.

### **8.09 Business of Members' Meetings**

- a) All business transacted at an AGM, other than the consideration of the project reports, financial statements, election of directors, appointment of a new or the reappointment of the incumbent auditor, is deemed to be a special business;



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- b) No special business may be transacted at a meeting of members unless the notice of the meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon;
- c) A member may submit to the organization a notice of any matter that she wishes to raise and discuss at a meeting of members. Notice of the said proposal shall be given to other members before the meeting.

**8.10 Adjournment** – A meeting of Members will be automatically adjourned for seven (7) days if there is not a quorum present and a notice will be sent out to that effect.

**8.11 Resolution in Writing** – If a resolution in writing is signed by all Members who were entitled to vote on the resolution it is as valid as it would be had it been passed at a meeting of Members. A vote on the resolution is passed only if approved by the Board.

### **SECTION 9** **NOTICES**

**9.01 Method of Giving Notice** – Any notice that is required to be given to a member under the Act, Regulations, bylaws, Articles, or otherwise, is required to be delivered.

- a) If a notice is delivered by mail, it is deemed to be received 48 hours after deposited into a mail box;
- b) If a notice is delivered by another method it is deemed to be received 24 hours after transmission.

**9.02 Computation of Time** – When computing the date that notice is required to be given under any provision in these bylaws, the Act, or otherwise, the date of giving the notice shall be excluded and the date of the meeting or other event requiring notice shall be included.

**9.03 Undelivered Notices** – If a Member cannot be found due to changed and consequently any notice has been returned three (3) times, the Organization is not required to send further notice until the Member has provided the Organization with a new address.

**9.04 Omissions and Errors** – An action taken at a meeting will not be invalidated due to an accidental omission or error.

### **SECTION TEN** **ACCOUNTING**

**10.01 Directors to Keep Accounts** – It is the responsibility of the Board Executive to keep accounts of the money received, the matters in which the transfers relate to, any sales or purchases, any assets and liabilities, and any other transactions that affect the financial position of the Organization.



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**10.02 Auditor** – An auditor shall be appointed by the Members of the Organization. The auditor must be independent of the Organization and is responsible for all duties required of auditors in accordance with the Act.

**10.03 Location of Books of Account** – The books of accounts must be kept at the main office of the Organization. If the Executive gives approval they may be inspected at this location.

**10.04 Financial Statements** – At each Annual General Meeting the Board shall submit to the Members an auditor's report and a financial statement. The financial statement must:

- i. Be approved by the Board;
- ii. And cover the period of the previous financial year;
- iii. Include:
  - a. A balance sheet that lists all assets and liabilities of the Organization;
  - b. A statement of the revenue and expenditures of the Organization;
  - c. A cash flow statement of the Organization;
  - d. Notes to the Financial Statements;
  - e. The Auditors report.

### **SECTION ELEVEN** **DAY-TO-DAY ADMINISTRATION**

**11.01 Day-to-day Administration of IWS** – The day-to-day administration of the Organization shall be managed by an Executive Director appointed by the Board of Directors for either a fixed term or as long as the Board deems fit. The Executive Director, reporting to the Board, has the overall operational responsibility for the development, delivery, supervision, coordination and maintenance of the Organization's programs and services.

### **SECTION TWELVE** **AMENDMENTS**

**12.01 Amendments** – These bylaws and any future amendments thereto may be adopted by a quorum of the Board of Directors but must be ratified by a majority of the membership present at the next succeeding Annual General Meeting or at a special meeting called by the Board.

### **SECTION THIRTEEN** **EFFECTIVE DATE**

**13.01 Effective Date** – These articles shall come into effect from the date of adoption specified below. Copies of the articles shall be open for inspection by any member of the Organization or the general public upon request.



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## Certification of Adoption

1. Original articles adopted by a majority vote of members present at the Board of Directors meeting held on April 16, 1992.
2. Original articles approved by a majority vote of the members present at the annual general meeting held on May 23, 1992.
3. Original articles amended and adopted by a majority vote of the members present at the Board of Directors meeting held on August 29, 2005.
4. Amended original articles ratified by a majority vote of the members present at a special general meeting held on October 21, 2005.
5. October 21 2005 Bylaws amended as above and adopted by a majority vote of Board members present at the Board of Directors meeting held on April 20, 2008.
6. Amended and adopted by a majority vote of the members present at an Annual General Meeting held on May 31, 2008.
7. Amended and adopted by a majority vote of the members present at an Annual General Meeting held on June 7, 2012.

For International Women of Saskatoon IWS

President

Anna Chornousenko

Date: June 23, 2021

Secretary

Shiney Choudhary

Date: June 23, 2021



