



**THE CANADIAN FEDERATION OF BUSINESS AND
PROFESSIONAL WOMEN**

**LA FÉDÉRATION CANADIENNE DES FEMMES DE
CARRIÈRES COMMERCIALES ET PROFESSIONNELLES**

BPW Canada

CONSTITUTION AND BY-LAWS

Convention 2018

THE CANADIAN FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN

LA FÉDÉRATION CANADIENNE DES FEMMES DE CARRIÈRES COMMERCIALES ET PROFESSIONNELLES

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**THE CANADIAN FEDERATION OF BUSINESS AND
PROFESSIONAL WOMEN**

**LA FÉDÉRATION CANADIENNE DES FEMMES DE CARRIÈRES
COMMERCIALES ET PROFESSIONNELLES**

INCORPORATION

On June 7, 1930, Mary Ethel Thornton of Winnipeg, Manitoba, Catherine McDonald McLaren of Victoria, British Columbia, Eloise Girdlestone of Vancouver, British Columbia, Dorothy Heneker of Montreal, Quebec, and Edna Rae Shultis of Saskatoon, Saskatchewan, were granted a Charter constituting them, and all others who become members, a Body Corporate and Politic, by Letters Patent under the Seal of the Secretary of State of Canada in accordance with the Companies Act, R.S.C. 1927, Chapter 27.

Incorporated by Letters Patent, Canada, June 7, 1930, issued by the Secretary of State of Canada, under the name, "The Canadian Federation of Business and Professional Women's Clubs."

Supplementary Letters Patent, September 16, 1963, granted by the Secretary of State of Canada, changed the corporation's purposes and objects.

Supplementary Letters Patent, January 13, 1967, granted by the Registrar General of Canada, changed the corporation's name to: "The Canadian Federation of Business and Professional Women's Clubs/La Fédération Canadienne des Clubs de Femmes de Carrières Libérales et Commerciales".

Supplementary Letters Patent, October 21, 1986, granted by the Department of Consumer and Corporate Affairs Canada, changed the corporation's name to: "The Canadian Federation of Business and Professional Women's Clubs/La Fédération Canadienne des Clubs de Femmes de Carrières Commerciales et Professionnelles".

Supplementary Letters Patent, October 20, 2010, granted by Industry Canada, changed the corporation's purposes and objects.

Supplementary Letters Patent, October 20, 2010, granted by Industry Canada, changed the corporation's name to: "The Canadian Federation of Business and Professional Women/La Fédération Canadienne des Femmes de Carrières, Commerciales et Professionnelles".

THE CANADIAN FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS

**LA FÉDÉRATION CANADIENNE DES CLUBS DE FEMMES DE CARRIÈRES
COMMERCIALES ET PROFESSIONNELLES**

BY-LAWS

Record of Enactment

Present By-laws enacted by the 17th Biennial Convention in July 1960 at Winnipeg, Manitoba and approved by the Secretary of State of Canada, on June 6, 1961.

Amended, as to By-laws VI and XI by the 18th Biennial Convention in July, 1962, at St. Andrew's, New Brunswick; approved by the Secretary of State of Canada, on November 20, 1962.

Amended, as to By-laws VI, XI, XVI and XVII by the 20th Biennial Convention in July, 1966, at Victoria, British Columbia; approved by the Registrar General of Canada, on January 13, 1967.

Amended, as to By-laws VI, XII, XVI and XVII by the 21st Biennial Convention in August, 1968, at Quebec, Quebec; approved by the Minister of Consumer and Corporate Affairs, Canada, on October 16, 1968.

Amended, as to By-law XI, by the 22nd Biennial Convention in July, 1970, at Halifax, Nova Scotia; approved by the Minister of Consumer and Corporate Affairs, Canada, on September 4, 1970.

Amended, as to By-laws VI, XIV and XV, by the 23rd Biennial Convention in July, 1972, at Toronto, Ontario; approved by the Minister of Consumer and Corporate Affairs, Canada, on August 11, 1972.

Amended, as to By-law XI, by the 25th Biennial Convention in July, 1976, at Sault Ste. Marie, Ontario; approved by the Minister of Consumer and Corporate Affairs, Canada, on February 2, 1979.

Amended, as to By-laws VI and XI, by the 26th Biennial Convention in July, 1978, at Moncton, New Brunswick; approved by the Minister of Consumer and Corporate Affairs, Canada, on February 2, 1979.

Amended, as to By-law XI, by the 27th Biennial Convention in July, 1980, at Montreal, Quebec; approved by the Minister of Consumer and Corporate Affairs, Canada, on May 8, 1981.

Amended, as to By-laws II, IX, XI and XII, by the 28th Biennial Convention in July, 1982, at Saskatoon, Saskatchewan; approved by the Minister of Consumer and Corporate Affairs, Canada, on February 10, 1983.

Amended, as to By-laws V, VI, VIII, XI and XV, by the 29th Biennial Convention in July, 1984, at Niagara Falls, Ontario; approved by the Minister of Consumer and Corporate Affairs, Canada, on September 24, 1984.

Amended, as to By-laws II, VI, by the 30th Biennial Convention in July 1986, at Halifax, Nova Scotia; approved by the Minister of Consumer and Corporate Affairs, Canada, on October 21, 1986.

Amended, as to By-laws VI, XI, and XVI, by the 31st Biennial Convention in July, 1988, at Windsor, Ontario; approved by the Minister of Consumer and Corporate Affairs, Canada, on September 26, 1988.

Revised August 12, 2018

Amended, as to By-laws VI, VII, XI, XIII, by the 32nd Biennial Convention in July, 1990, at Penticton, British Columbia; approved (except for VII (2) (a) subparagraph 3 & 4 and XIII (1) (e)) by the Minister of Consumer and Corporate Affairs, Canada, on June 25, 1991.

Amended, as to By-laws VII, IX, XI, XIII, by the 33rd Biennial Convention in July, 1992, at Winnipeg, Manitoba; approval (except for VII (2) (a) subparagraph 3 & 4 and XIII (1) (e)) by the Minister of Consumer and Corporate Affairs, Canada.

Amended, as to By-laws VII, XII, XIII, plus the removal of "Honourary" from the Secretary-Treasurer, by the 34th Biennial Convention in July, 1994, at Moncton, New Brunswick, approved by the Ministry of Industry, Canada.

Amended, as to Article A, By-laws XIV, by the 35th Biennial Convention on August 20-24, 1996, at Sudbury, Ontario, approved by the Ministry of Industry, Canada.

Amended, as to Article A, By-laws XIII, XVI, and XVII, by the 36th Biennial Convention on July 14-18, 1998, at Lethbridge, Alberta, approved by the Ministry of Industry, Canada.

Amended, as to Article A, By-laws XII, XVI, and XVII, by the 37th Biennial Convention in July 2000, at Sault Ste. Marie, Ontario; approved by the Minister of Industry, Canada, on April 3, 2007.

Amended as to By-law XII, XVI, and XVII by 39th Biennial Convention in July 2004, at Regina, Saskatchewan; approved by the Minister of Industry, Canada, on April 3, 2007.

Amended as to By-laws I, V, VI, XI, XII, XIII, XVI, XIX by 40th Biennial Convention in July 2006, at Toronto, Ontario; approved by the Minister of Industry, Canada, on April 3, 2007.

Amended as to By-laws II and XII at 41st Biennial Convention in July 2008, at Winnipeg, Manitoba, approved by the Minister of Industry, Canada, on March 26, 2009.

Amended as to Articles A & B and By-Laws IX, XII, XIII, XIV, XV, XVI, XVII at 42nd Biennial Convention in June 2010, at Horseshoe Resort, Ontario, approved by the Minister of Industry, Canada on October 12, 2010.

Amended as to By-Laws V, XII, XIII, XV, XVII, XIX at the 43rd Biennial Convention in June 2012, at the Hilton Hotel in London, Ontario, approved by the Minister of Industry Canada on July 25th, 2012.

Amended as to By-Laws I, II, V, VI, VIII, XII, XIII, XIV at the 44th Biennial Convention the Bessborough Hotel in Saskatoon, Saskatchewan on July 25th to 27th, 2014.

Amended as to By-laws V, VI, XI, XII, XV at the 46th Biennial Convention at the Fairmont Chateau Laurier in Ottawa, Ontario August 10 – 12, 2018

REGULATIONS

The Regulations appended to the By-laws deal with procedures to be used in carrying out the provisions of the By-laws. These Regulations should be read in conjunction with the By-laws; each By-law has a Regulation bearing the corresponding number. Regulations are amended from time to time by the Board of Directors.

CANADIAN FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN

LA FÉDÉRATION CANADIENNE DES FEMMES DE CARRIÈRES COMMERCIALES ET PROFESSIONNELLES

CONSTITUTION

ARTICLE A NAME

The name of the organization shall be "The Canadian Federation of Business and Professional Women/La Fédération Canadienne des Femmes de Carrières Commerciales et Professionnelles" hereinafter called "The Federation." The Federation is also denoted as BPW Canada in both English and French in accordance with International regulations.

ARTICLE B PURPOSES AND OBJECTS

The purposes and objects of the Federation shall be as follows:

- a. To develop and train women in business, the professions and industry;
- b. To work toward the improvement of economic, employment and social conditions for women;
- c. To work for high standards of service in business, the professions, industry and public life;
- d. To stimulate interest in federal, provincial and municipal affairs, and to encourage women to participate in the business of government at all levels;
- e. To encourage and assist women and girls to acquire education and training;
- f. To maintain a website and use other electronic forms of public communication;
- g. To affiliate with other organizations to promote mutual interests; and
- h. To co-operate with the International Federation of Business and Professional Women, and to implement its Aims and Objectives.

ARTICLE C PROVISIONS AND RESTRICTIONS

The Federation shall be without share capital, and shall operate throughout Canada and elsewhere without the purpose of gain for its members, and any profits or other accretions to the Federation shall be used in promoting its objects.**BY-LAWS**

BY-LAW I HEAD OFFICE

Section 1 Head Office

The Head Office of The Canadian Federation of Business and Professional Women, hereinafter called "The Federation," shall be located in the Province where the President resides or in a location designated by the board.

BY-LAW II CORPORATE SEAL, EMBLEM AND LOGO

Section 1 Corporate Seal

The Seal of the Federation shall be circular in form and shall have endorsed on it the words "The Canadian Federation of Business and Professional Women's" and "La Fédération Canadienne de Femmes des Carrières Commerciales et Professionnelles."

Section 2 Emblem

The Emblem of the Federation shall be octagonal in form and shall have endorsed on it the letters "CFBPW" and "FCFCCP", and such other design as approved by the convention of the Federation.

Section 3 Logo

The Logo of the Federation shall be the same as that of the International Federation, linked hemispheres with the initials BPW superimposed on a banner, in gold, with the word "Canada", also in gold, below the hemispheres, all enclosed in a black oval.

BY-LAW III PARLIAMENTARY PROCEDURE

Section 1 Parliamentary Procedure

In procedural matters not dealt with by the Charter or these By-laws, the rules and principles of parliamentary procedure as stated by J.G. Bourinot shall govern.

BY-LAW IV TYPE OF ORGANIZATION

Section 1 Type of Organization

The Federation shall be non-sectarian and non-partisan.

BY-LAW V MEMBERSHIP IN THE FEDERATION

Section 1 Composition of Membership

The Federation shall consist of Business and Professional Women's clubs in Canada which hold

- i. a valid Charter of Membership in the Federation, and
- ii. non-voting National Organized Societies (within Canada) which have been approved for membership by the Board of Directors of the Federation.

Section 2 Eligibility and Admission

- a. Any club in Canada composed of business and/or professional women shall be eligible for membership, and may make application for admission in the manner prescribed, and be accepted into membership by the Board of Directors.
- b. The purposes and objects, constitution, by-laws, regulations, classes of membership and procedures of the club applying for membership shall conform to these by-laws.
- c. Any person engaged in remunerative occupation in business, profession or industry and residing in any area in Canada where a Business and Professional Women's club does not exist and who is not a member of a club shall be eligible for Individual Membership and may make application and be accepted into membership by the Board of Directors. Individual members shall have all rights and privileges as members of the Federation and may attend national conventions but shall not have a vote thereat.

Section 3 Charter of Membership

- a. The club admitted to membership shall receive a Charter of Membership in the Federation.
 - b. In the event of severance of membership, the club shall return the Charter to the Secretary of the Federation along with a statement of the financial status of the club and any funds remaining (Regulation V 3 a.) and access to all social media accounts and websites.

Section 4 Duties of the club

- a. It shall be the duty of the club to send the Secretary or her designate the following:
 1. Membership lists and fees as prescribed under BY-LAW XI - (Fees) of these By-laws.
 2. The names, postal addresses, e-mail addresses, fax numbers, telephone number and occupations of the officers of the club immediately following their election to office, and any subsequent changes.
 3. The names and postal addresses and e-mail addresses, fax and telephone numbers of all delegates, alternates and proxies as prescribed under BY-LAW XV (Representation at Annual Meetings and Conventions) of these By-laws.
 4. The names of club members who die.

Section 5 Severance

a. Withdrawal

The club may withdraw from membership in CFBPW upon giving four months' notice in writing to the Secretary, and thereafter upon presenting to the Board of Directors of the Federation a certified copy of the minutes of the special meeting called for the purpose of making a withdrawal. Thereafter, the minutes of the special meeting, statement of assets, any funds remaining and club charter shall be forwarded to the Secretary of the CFBPW with copy to the appropriate provincial president.

b. Recall of Charter

The Board of Directors of the Federation, should it deem it advisable, may recall the Charter upon giving four months' notice in writing to all members of the club listed on the last list received, advising that the Charter of the club is rescinded and must be returned to the secretary because:

1. The Club has contravened these By-laws, or
2. Is in arrears of fees for a period of more than one year, or
3. The Club has fewer than nine (9) Active members.

c. Disposal of Recalled/Withdrawn club Assets

The Board of Directors of the CFBPW may issue a notice requesting the club send a summary of designated assets where appropriate to the provincial treasurer with copy to the provincial president. The physical assets and CFBPW charter are to be forwarded to the provincial president to be reviewed and sorted at the board meeting following receipt. In lieu of a provincial organization, the assets will be directed to the CFBPW Treasurer.

Section 6 Reinstatement

- a. A club that has withdrawn from membership, or has had the Charter recalled may, after the lapse of one year from the formal severance of membership, apply to the Board of Directors for reinstatement, and the Board of Directors shall reopen the matter and shall act upon the application for reinstatement within one year from the date of the application.

BY-LAW VI UNIFORM STANDARDS FOR THE CLUB

Section 1 Uniform Standards for the club

- a. To guide the club, and to promote good practices and uniformity to its management, the Federation shall prepare standards in club by-laws, procedures and other matters.

Section 2 Membership in the club

- a. There shall be three classes of membership in the club, namely:
1. Active
 2. Honourary
 3. Student
 4. Corporate
- b. An Active Member shall be one who accepts the goals and objectives of the CFBPW and pays annual dues.
- c. All Active members shall enjoy full privileges of the club.
- d. Honourary Members shall not be elected to the office of President or Vice-President in the club but may serve in other capacities since these members have a legacy of commitment to BPW and are usually retired.

- e. A Student Member is a person enrolled in 60% of full time or more study at a post-secondary educational institution.
- f. At all times, at least seventy-five percent (75%) of the total membership of a club shall be Active members.
- g. Corporate are defined as corporations (including partnerships and sole proprietorships within Canada) that are committed to the mission and values of BPW Canada and clubs to ensure the mission of such Corporate Members does not contravene those of BPW Canada. Refer to Regulation VI Section 2 for implementation guidelines.

BY-LAW VII PROVINCIAL REPRESENTATION AND ORGANIZATIONS

Section 1 The Provincial Organization

- a. In any province where there are two (2) or more clubs, a meeting of representatives of the clubs may be called on the authority of the Federation for the purpose of organizing a Provincial Organization to co-operate with the Federation and to further its purposes and objects.
- b. The Provincial Organization shall establish rules of procedure relating to its structure, finances, officers, elections, meetings, etc., as it may deem advisable, providing such rules of procedure are not inconsistent with these by-laws.
- c. All clubs within a province are obligated to join the provincial organization within their province.

Section 2 The Provincial President

- a.
 - 1. The elected Provincial President shall be ex-officio as member of the Board of Directors of the Federation, effective immediately following the election of the new Executive Officers of the Federation in each Biennium, or on her appointment during a Biennium in accordance with the Provincial Rules of Procedure (By-laws) if such a change is required.
 - 2. Notification of the duly elected Provincial President shall be made to the Secretary of the Federation at least four weeks before the date of the National Convention, and she shall forthwith be invited to attend the Pre-Convention Board Meeting as an Observer and Advisor to the Immediate Past Provincial President.
 - 3. Notwithstanding the above Section 2 a., 2., the Provincial Board of Directors may appoint the new Provincial President as an Observer to the Board of Directors of the Federation in the absence of the Immediate Past President for the purposes of attending the Pre-Convention Board Meeting and/or during the Convention.
 - 4. In addition, if the appropriate Provincial Representative is not available to attend the Pre and/or Post-Convention Meetings and/or the Convention, the Provincial Board may designate another Provincial Officer who is in good standing as an Observer for the Province at these meetings.

5. The Federation will pay the allowable expenses of only one representative (the president or the appointed/designated observer) of the Provincial Organization attending any Meeting.
 6. Provincial Rules of Procedure (By-laws) may specify the conditions for their representative to attend the Pre-Convention, Convention and Post-Convention Meetings of the Federation, providing that such conditions are not in conflict with the CFBPW Constitution and By-laws.
- b. It shall be the duty of the Provincial President:
1. To act as chief liaison officer between the Federation and the clubs in her province;
 2. To be responsible for promoting the policies and affairs of the Federation among the clubs in her province;
 3. To select, in consultation with her Executive Officers, provincial representatives for membership on standing and other committees of the Federation as prescribed in the Regulations.

BY-LAW VIII INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN; AFFILIATED ORGANIZATIONS

Section 1 BPW International

- a. The Federation shall be an Active Member of the International Federation of Business and Professional Women, hereinafter called "The International Federation."
- b. The Federation shall pay to the International Federation an annual fee in respect of each club member of the clubs and each individual member of the Federation as prescribed in BY-LAW XI (Fees) of these By-laws.
- c. The Federation shall endeavour to send its full complement of delegates/alternates to International Congress to attend meetings of the Congress, who will vote on behalf of the Federation. The minimum number to attend shall be one-half of the delegates allowed under the Constitution and Regulations of BPW International.
- d. Further, the Federation shall endeavor to contribute financially to the expenses for the delegates to attend Congress, the minimum of which shall cover the cost of full registration for delegates at the Congress.

Section 2 Affiliated Organizations

- a. In accordance with its purposes and objects the Federation shall become affiliated or federated with any other federation, association or associations of a similar character in Canada or any other country on the recommendation of the Board of Directors and subsequent ratification by the Convention.

BY-LAW IX LIFE MEMBERS OF THE FEDERATION; HONOURARY PRESIDENTS

Section 1 Life Members of the Federation

- a. The Federation shall confer a Life Membership on a club member in recognition of outstanding service at the request of her club and on payment by the club of a fee of Six Hundred Dollars (\$600.00).

- b. If the club charter of a Life Member is returned or recalled, she may continue as an individual member of the Federation (ref. V, Section 2c), although if she applies to transfer her membership to another club, that club may expect her to pay club, provincial and International dues.

Section 2 Honourary Presidents of the Federation

- a. Honourary President(s) may be appointed by the Convention.

BY-LAW X FINANCES

Section 1 Fiscal Year

- a. The fiscal year shall commence on the first day of May and end on the thirtieth day of April.

Section 2 Custody of Funds and Property

- a. The Federation shall make proper provision for the disposition and protection of all funds and property belonging to it.

Section 3 Audit

- a. An auditor or auditors shall be appointed at each Convention.
- b. The auditor(s) shall have the right of access at all reasonable times to the books, accounts, and vouchers of the Federation, and shall be entitled to require from the Directors and the Officers of the Federation such information and explanations as may be necessary for the performance of the duties of auditor.
- c. The auditor shall submit the certified financial report of the Federation for presentation at the Annual Meeting.

BY-LAW XI FEES

Section 1 Manner of Payment

- a. Fees shall be paid to the Federation in the manner prescribed in the Regulations.

Section 2 Membership Fee

- a. The annual membership fee for renewing members shall be due and payable on May 1st. The club shall remit monthly to the Federation in respect of club members who, during the month, renew or are admitted to membership, the annual membership fee at the rate applicable as follows:
 1. The fee in full per club member during the period May 1 to December 31, inclusive;
or
 2. Half the fee for new club members admitted to a club during the period January 1 to April 30, inclusive.
 3. The Student member's fee shall be one-half of the annual membership fee payable to the Federation per club member.

- b. There shall be an annual membership fee paid by the club to the Federation for each club member in respect of members on the club's roster on May 1st as set out in the Regulations attached to the by-laws. Any change in the annual membership fee shall be determined by the Board of Directors or by a simple majority vote of delegates at Convention. Notice of change shall be sent to the clubs as soon as possible after Convention.

The fee structure for National Organized Societies shall be determined by the Board. Fees for Corporate Members will be different than for individual members and shall be determined by the BPWC Board of Directors. Clubs can add additional fee if their Board of Directors deems necessary.

Section 3 International Federation Fee

- a. The club shall pay to the Federation the annual International Federation fee as set by the International Federation at the same time that it pays the annual membership fee for that club member.

Section 4 Fees on the Admission of the club to Membership in the Federation

- a. Upon notification of its admission to membership the club shall pay to the Federation in respect of club members listed on the club's Application of Admission the International Federation fee in full, together with the annual membership fee as follows:
 - 1. The fee in full per club member where the Notification of Admission is dated between May 1st and December 31st, inclusive; or
 - 2. Half the fee per club member where the Notification of Admission is dated between January 1st and April 30th, inclusive.
- b. Having paid the fee prescribed in sub-section (a) of this Section, the club thereafter shall pay fees as prescribed in Section 2 and Section 3 of this By-law.

Section 5 Club in Good Standing; club in Arrears

- a. The club that has paid its fees, as prescribed in the above section of the By-law, by May 31st of the current year shall be deemed to be in good standing in the Federation.
- b. The club that has not paid its fees as prescribed in the above sections of the By-law by May 31st of the current year shall be deemed to be in arrears of fees and not in good standing in the Federation.
- c. Notwithstanding the provisions of sub-section (b) of this Section, the Board of Directors may, in particular instances, extend the date of payment of fees to a specified day beyond May 31st, and may deem the club that pays its fees by that later date to be in good standing in the Federation.

BY-LAW XII MANAGEMENT

Section 1 Management

- a. The affairs, funds and property of the Federation shall be administered by an elected Board of Directors, including the declared elected Provincial Presidents, installed at the Convention.

Section 2 Composition of the Board of Directors and of the Executive Committee

- a. The Board of Directors shall consist of the following:
The President, First Vice-President, and two other Vice-Presidents, Secretary, Treasurer, Young BPW Vice President, Immediate Past President and the Provincial Presidents; and
- b. The Executive Committee shall consist of:
The President, First Vice-President, and two other Vice-Presidents, Treasurer, Young BPW Vice President, Secretary and Immediate Past President.

Section 3 Duties and Powers of the Board of Directors

- a. The Board of Directors shall conduct the business of the Federation in all respects and, without limiting the foregoing in any way, shall in particular:
 1. Summon meetings of the Board of Directors and of the Federation, and fix the dates, times and places of such meetings.
 2. Provide for, receive and administer the funds and property of the Federation.
 3. Remove any officer or director for cause.
 4. Fill any vacancy or vacancies on the Board of Directors for the unexpired term as prescribed in Section 8 of the By-law.
 5. Constitute or abolish Ad Hoc Committees as it may deem advisable (e.g. Equal Pay, WEPs, Child Care, etc.) (Ad Hoc Committees may mimic the Task Forces at BPW International.)
 6. Appoint Chairs of Standing and Ad Hoc Committees who shall be responsible to the Board of Directors, and terminate such appointments and fill vacancies as it may deem advisable.
 7. Appoint, should it deem such action advisable, representatives, voting delegates and alternates in respect of the International Federation and such organizations as prescribed in BY-LAW VIII (International Federation of Business and Professional Women; Affiliated Organizations) of these By-laws.
 8. Take action, as it deems advisable, on applications of membership, recalls of Charter, withdrawals and reinstatements.
 9. Employ, as it deems advisable, the services of a paid staff, whose salaries or remuneration it shall determine and pay from the funds of the Federation, and whose respective terms of employment it may terminate in its uncontrolled discretion.
 10. Upon recommendation of the Resolutions and By-laws Committee, allow an Emergency Resolution, as described in the Regulations, to be placed on the agenda of the Convention or AGM.
 11. On its own initiative or at the request of a club presenting a well-documented submission supported by at least two other clubs, issue a Commendation as described in and according to the guidelines in the Regulations, and ensure its delivery by the Publicity and Public Relations Committee (Ref XVII, S.4, a.5).
- b. The Board of Directors may from time to time authorize the Executive Committee to conduct such portion of the business of the Federation as it deems advisable until the next meeting of the Board of Directors.

- c. Within one month of relinquishing office, the Director shall deliver to her successor all accounts, records, books, papers and other property pertaining to the office.

Section 4 Duties and Powers of the Executive Committee

- a. It shall be the duty of the Executive Committee:
 - 1. To carry out the duties delegated to it by the Board of Directors.
 - 2. To conduct the business of the Federation in matters of emergency after consultation with all the Provincial Presidents.

Section 5 Duties of Officers

- a. Duties of Officers: Each officer shall be responsible to the membership and shall perform all duties delegated to her by the Board of Directors from time to time and as prescribed in the Regulations and in these By-laws.
- b. Duties of Signing Officers
 - 1. All cheques shall bear two authorized signatures and shall be signed by the President, the Treasurer, the First Vice-President, or such other officers as the Board of Directors shall from time to time designate.
 - 2. All official documents requiring to be executed under the seal of the Federation shall be signed by the President and the Secretary, and shall have affixed thereto the corporate seal of the Federation.
- c. Duties of President

The President shall be the chief executive officer of the Federation and the Board of Directors, and shall act as one of the appointed representatives of the Federation to the Board of Directors of the International Federation. She shall have general supervision and direction of all business of the Federation and shall be responsible to the membership and the Board of Directors for its management. In particular, and without limiting the foregoing in any way, she shall sign all official documents; shall normally preside at all meetings of the Executive Committee, the Board of Directors and the Federation; shall authorize the issuing of the notice of the Annual Meeting and of the Convention; shall appoint scrutineers at the opening of the Convention, and publicize and arrange for delivery of Commendations to recipients.
- d. Duties of First Vice-President
 - 1. The First Vice-President shall, in the absence of the President, perform the duties of the President.
 - 2. She shall be the Chair of the Standing Committee on International Affairs and Communications.
- e. Duties of Two Other Vice-Presidents; of the Immediate Past President
 - i) One of the other Vice Presidents shall Chair the Standing Committee for Membership and shall be responsible for receiving applications for funding from W.O.R.K.; and the other one shall Chair the Standing Committees for Resolutions, By-Laws and Regulations, and for Public Affairs.
 - ii) The Immediate Past President shall act as mentor to the President and advisor to the Board of Directors; shall be a member of the Standing Committee on Budget and Finance; and update the by-laws and regulations with amendments from the convention.
- f. Duties of Secretary
 - 1. She shall be responsible for all records and for the Minutes of all meetings.
 - 2. With the President, she shall sign all official documents of the Federation.

3. The Secretary shall be the custodian of the seal of the Federation.

g. Duties of the Treasurer

1. She shall be responsible for the proper conduct of the financial affairs of the Federation.
2. She shall be the Chair of the Standing Committee on Budget and Finance, which must include the President and Immediate Past President and any other member as deemed necessary.

h. Duties of Young BPW Vice-President

The Young BPW Vice President shall be a member of the Executive Committee. The Young BPW shall:

1. Represent the interests of those members in Canada who are 35 years of age and under, on the Executive Committee and report the work of Young BPW members to the Executive Committee;
2. Be a direct link between the Executive Committee and members who form part of Young BPW by disseminating appropriate information to them;
3. Stimulate and encourage the activities of members who form part of Young BPW;
4. Be Chair of the Young BPW Standing Committee; and
5. Undertake any other issue as determined from time to time by the Executive Committee.
6. Liaise with the International Young BPW and exchange information with Young BPW members across the country and around the world.

Section 6 Qualifications of Directors

- a. At the time of taking office and throughout her term of office, each Director shall be an Active member of a club in good standing, and throughout her term of office shall reside in Canada; provided always that the Immediate Past President shall not be subject to the provision to reside in Canada, but must continue to be an Active member.
- b. No Director shall receive a salary, remuneration, honorarium or fee from the Federation for performance of tasks which are the duties of the position(s) she holds.
- c. Should the Director's qualifications under subsection (a) or (b) of this Section lapse during her term of office, her position on the Board of Directors shall be deemed vacant immediately.
- d. The President shall be engaged in remunerative occupation at the time of taking office, or have been so engaged within the five previous years.

Section 7 Terms of Office of Directors

- a. The term of office shall be two years, or from one Convention to the next.
- b. No Director shall hold the same office for more than two consecutive terms, and no Director shall hold the office of President or of First Vice-President for two consecutive terms. For the purpose of defining eligibility for re-election or reappointment, half a term or more in office shall be deemed a full term.
- c. The Director shall take office immediately after the close of the Convention at which she

is elected, or, if she is appointed, immediately upon her appointment and shall remain in office until her successor is elected or appointed.

- d. The Director may resign from the Board of Directors at any time by giving notice in writing to the Secretary.

Section 8 Vacancies on the Board of Directors

- a. If the office of President falls vacant, the First Vice-President shall be appointed to complete the unexpired term. In the event that the First Vice-President is unwilling or unable to step up to the President's position then the Board of Directors shall appoint one of the two Vice Presidents or request the Immediate Past President to complete the unfinished term of the President.
- b. If the office of Immediate Past President falls vacant, it shall remain vacant.
- c. Save as prescribed in sub-sections (a) and (b) of this Section, the Board of Directors shall fill any vacancies as it may deem advisable.

Section 9 Expenses of Directors

- a. The Federation shall pay reasonable expenses incurred by the Directors when engaged in the business of the Federation as set out in the corresponding regulations.

Section 10 Removal of Member of Board

A Director may be removed from office by a resolution passed by a majority vote at a Special Meeting of the members called for that purpose, giving reasons for her removal, which must be of a serious nature related to the duties of the office or the purposes and objects of the Federation or such as to bring the Federation into disrepute. The Director may submit a written statement in her defense, and shall be given an opportunity to be heard at the Special Meeting, but she will not be permitted to cast a vote.

BY-LAW XIII MEETINGS

Section 1 Board of Directors

- a. Three regular meetings of the Board of Directors shall be held upon the call of the Secretary as follows: immediately before a Convention; immediately after a Convention; once in the year between Conventions.
- b. Special meetings may be held at such times and places as may be determined by the President, or by a majority of the Board of Directors, upon call of the Secretary.
- c. Notice of all such meetings shall be forwarded to each Director at least three (3) weeks prior to the date fixed for the meeting.
- d. A majority of the members of the Board of Directors shall constitute a quorum.
- e. If the Provincial President is not able to attend the Interim Board Meeting in the year between Conventions, the Provincial Board of Directors may appoint another Provincial Officer as AN OBSERVER to this meeting.

Section 2 Executive Committee

- a. Meetings of the Executive Committee shall be held upon the call of the Secretary at such times and places as the President may determine.
- b. Notice of all such meetings shall be forwarded to each member of the Executive Committee at least three (3) weeks prior to the date fixed for the meeting.
- c. A majority of the members of the Executive Committee shall constitute a quorum.

Section 3 Annual Meeting

- a. An Annual Meeting of the Federation shall be held in every calendar year and not more than fifteen (15) months after the preceding Annual Meeting, at such time and place as the Board of Directors shall determine.
- b. The Annual Meeting shall receive Resolutions and the Audited Financial Report or Review Engagement Financial Statement, which has been completed in accordance to GAAP (Generally Accepted Accounting Procedures) for the preceding year; will decide on either an audited report or a review engagement for the coming year; and will appoint the auditor or the person to conduct the review engagement.
- c. Notice of such Annual Meeting shall be given in writing, electronically or by post, to each club at least sixty (60) days prior to the date fixed for the meeting.
- d. Representation from not less than twenty-five per cent (25%) of the clubs shall constitute a quorum.

Section 4 Convention

- a. A Convention of the Federation shall be held once every two (2) years at such time and place as determined by the Board of Directors, save that a Convention may not be held in the same province twice in succession unless by the unanimous vote of the Convention.
- b. The Convention shall constitute the Annual Meeting of the Federation in the year in which it is held.
- c. The Convention shall elect Officers and Directors, receive the audited financial report, appoint auditors, and transact such other business as may properly come before such Convention or before an Annual Meeting. The Board of Directors is obligated to complete all of the business of the organization at each convention and annual general meeting which has been properly brought before the meeting and shall ensure that sufficient time is scheduled for the delegates to debate all resolutions and come to a conclusion on the disposition thereof.
- d. Notice of such Convention shall be given in writing to each club at least sixty (60) days prior to the date fixed for the Convention.
- e. Representation from not less than fifty-one per cent (51%) of the clubs of the Federation shall constitute a quorum.

Section 5 Special Meetings of Members

- a. The President or any two member club may call a special meeting of members by giving at least ten (10) days' notice electronically or by post stating the purpose of such meeting.
- b. Representation from not less than fifty-one percent (51%) of the clubs of the Federation shall constitute a quorum.

BY-LAW XIV VOTING BODY

Section 1 Voting Body at Conventions, Annual meetings and Special Meetings

- a. The Voting body at a Convention, annual meeting or special meeting shall consist of the Executive Committee and the duly accredited delegates, alternates, and proxies of clubs in good standing.
- b. The club represented shall be allowed its full quota of votes, whether or not it has full representation of delegates present.

BY-LAW XV REPRESENTATION AT CONVENTIONS AND ANNUAL GENERAL MEETINGS

Section 1 Representation

- a. Representation at a convention or annual general meeting shall consist of delegate(s) from clubs in good standing. If a club is unable to have a delegate attend a convention, it may appoint an Active Member of another club as its proxy and alternate to represent it and vote on its behalf.
- b. Delegates, alternates and proxies shall be Active Members. No member may hold more than two votes as proxy.
- c. Representation shall be based on the number of club members for whom the club has paid as of April 30th immediately preceding the Convention or Annual General Meeting (AGM), as prescribed in BY-LAW XI (Fees) of the By-laws; and the allotment shall be one delegate for the club of 20 club members or less, Two (2) delegates for 21 to 40 members, inclusive; Three (3) delegates for 41 to 60 club members, inclusive, Four (4) delegates for 61 to 80 club members, inclusive; Five (5) delegates for 81 to 100 club members, inclusive; Six (6) delegates for 101 to 120 club members, inclusive and so forth.
- d. Each club may name one member as alternate delegate/proxy for each delegate/proxy allotted by (c) above.

Section 2 Form of Proxy

- a. Where representation is by proxy, the following Form of Proxy shall be used:

"The Member club of _____, in the Province of _____ hereby appoints _____ as its proxy to attend at and vote for it and on its behalf at The Convention of The Canadian Federation of Business and Professional Women to be held at the City of _____ in the Province of _____ on the _____ days of _____, 20__, and at any adjournment thereof.

Dated at _____ this _____ day of _____, 20 ____.

Name of club

Signed by _____
President of club

Signed by _____
Secretary of club

BY-LAW XVI ELECTIONS

Section 1 Elections

- a. The Vice-Presidents and the Secretary and the Treasurer shall be elected by ballot, save that where there is only one candidate for any office, she shall be declared elected by acclamation.
- b. The First Vice-President at the expiration of her term of office shall automatically assume the office of President. If that officer is not eligible or is unable to continue as President, there shall be an election by ballot for the office of President, save that where there is only one candidate for the office, she shall be declared elected by acclamation.
- c. The Young BPW Vice-President shall be a Young BPW member as defined by the International Federation at the beginning of her term.

Section 2 Nominations from the Floor

- a. Further nominations for the Vice-Presidents, and the Secretary, the Treasurer and for the President when an election for that office is necessary, shall be called for from the floor separately for each office, and the consent of the nominee shall be presented in writing if she is not present in person.
- b. There shall be no nominations from the floor for the First Vice-president unless there are no candidates presented by the Nominations Committee.

Section 3 Vote Required to Elect

- a. A majority of the votes cast for a particular office shall elect a candidate to that office.
- b. Where there is a number of candidates in excess of more than one candidate over the number required to fill any office, the candidate or, in the case of a tie, the candidates receiving the lowest number of votes shall withdraw and another ballot be taken. Furthermore, following each ballot, the order in which the candidates rank shall be announced. This procedure shall be followed until the required number of candidates receives the majority of votes. If a tie vote between the two remaining candidates occurs, first a recount will be done, followed by additional ballots to break the tie. If after two additional ballots, the tie is not broken, the chair will draw one of the two names from a "hat."

- c. When an election for a President is necessary, the ballot shall take place first with the results announced before that ballot for the First Vice-President and the YBPW Vice-President takes place.
- d. The ballot for the First Vice-President shall take place and the result announced before the ballots for the Vice-Presidents.
- e. The ballots for the two Vice-Presidents and the Young BPW Vice President shall take place with the results announced before the ballot of the Secretary and the Treasurer takes place.

Section 4 Hours of Voting

- a. Polls shall be open during such hours as shall be determined by the Executive Committee, and the hours shall be posted in the Convention Hall in the first day of the Convention, and shall be announced at the business session of the Convention not less than four (4) hours prior to the hour set for the opening of the polls.

Section 5 List of Accredited Delegates and Proxies

- a. Not less than two (2) hours before the opening of the polls the Secretary shall furnish the Scrutineers with a list of those entitled to vote.

BY-LAW XVII COMMITTEES

Section 1 Committees

- a. Except where they are defined in these By-laws, the term of office, composition and duties of Committees shall be as prescribed in the Regulations.

Section 2 Local Arrangements Committee for Convention

- a. The Local Arrangements Committee and its Chair shall be appointed by the club(s) in the city where the Convention is to be held, at least one (1) year prior to the date fixed for the Convention. It shall be the duty of the Committee:
 - 1. To notify the President and the Secretary on its appointment and supply the name and address of the Chair.
 - 2. To undertake all local arrangements in connection with the ensuing Convention.
 - 3. To file two (2) copies of the audited financial statement of such Convention with the President and the Secretary, and one copy with the Treasurer.

Section 3 Nominations Committee

- a. The Nominations Committee shall be appointed by the Board of Directors at least six (6) months prior to the date fixed for the Convention, and shall hold office until the close of the Convention. It shall consist of three or more club members, selected from across the country, one of whom shall be designated as Chair. The duties of the committee are:
 - b. To notify the clubs that nominations for officers to be elected to the Board of Directors of the Federation shall be in the hands of the Committee at least four (4) months prior to

the date fixed for the forthcoming Convention, and to receive such nominations.

- c. To inform the clubs of the number of terms served and the eligibility of the present officers for election.
- d. To seek the consent in writing of each nominee together with a brief statement of her eligibility and her club experience. If no nominations are received from clubs or accepted for a position, to seek out candidates to form a complete slate.
- e. To forward to the clubs at least sixty (60) days prior to the date fixed for the Convention a complete list of all consenting, eligible nominees with their statements.
- f. To receive the nominations of the Provincial Presidents to the Board of Directors of the Federation.
- g. To post in the Convention Hall on the First day of the Convention the list of those nominated, consenting and eligible as officers, and the list of Provincial Presidents nominated as Directors.

Section 4 Standing Committees

- a. There shall be the following Standing Committees, and their duties shall be as noted:
 1. Budget and Finance: It shall be the duty of this Committee to prepare and submit a budget for the Federation and recommendations for maintaining a sound financial position.
 2. Membership: It shall be the duty of this Committee:
 - a) To promote formation of new clubs and increase the membership of established clubs.
 - b) To consider and recommend to the Board of Directors the action to be taken on all Applications for Membership, Recalls of Charter, Withdrawals and Reinstatements.
 - c) To promote interest in the emblems among the clubs, and the sale of emblem supplies to the club members.
 3. Resolutions, By-laws and Regulations: This Committee shall consist of two sub-committees, as described in the Regulations, to:
 - a) Receive, study, assemble and present to clubs and to meetings of the Board of Directors and to Conventions the Resolutions, Commendations and Amendments to the By-laws submitted by clubs or by the Board of Directors;
 - b) Receive and present Emergency Resolutions to the Board of Directors;
 - c) Produce and distribute briefs and position statements based on the resolutions passed each year and on topical issues as set out in the Index of Resolutions (Policy Manual);
 - d) Update the Index of Resolutions (Policy Manual) after each AGM/Convention;
 - e) Review the By-laws and draft Amendments thereto for submission to Convention by the Board of Directors;
 - f) Prepare adopted amendments for submission to the Government of

- Canada for approval (ref XIX Section 4.a);
- g) Draft amendments to the Regulations and submit them to the Board of Directors for adoption;
 - h) Maintain and publish updated versions of the By-laws and Regulations and ensure that they are translated and published.
4. Communications: It shall be the duty of this Committee to act under the supervision, direction and control of the Board of Directors in all matters pertaining to the publication of a magazine or other publications, and in such other matters as the Board of Directors may deem advisable.
6. International Affairs: It shall be the duty of this Committee:
- a) To attend to matters relating to the International Federation and to international affairs.
 - b) To further the knowledge of the work of the United Nations among the membership.
7. Personal Development: It shall be the duty of this Committee to inform the Federation on all matters pertaining to education including adult education and the use of leisure time.
9. Public Affairs: It shall be the duty of this Committee:
- a) To keep Federation informed of the conditions concerning women's employment in Canada.
 - b) To keep the Federation informed of existing laws and proposed legislation of interest to the membership.
 - c) To encourage women to participate in the business of government at all levels.
10. Young BPW: It shall be the duty of this Committee to inform the Federation on all matters pertaining to Young BPW, as directed from the international Young BPW Committee, while addressing the specific needs of the young women in Canada, by ensuring that at an early stage in their careers, they can participate in a network of supportive women both locally and internationally.

BY-LAW XVIII REGULATIONS

Section 1 Regulations

- a. The Board of Directors shall have and publish Regulations not inconsistent with these By-laws to deal with forms and procedures for the carrying out of these By-laws, and may amend such Regulations from time to time, as it deems advisable.
- b. The Regulations shall be appended to the By-laws.

BY-LAW XIX BY-LAWS

Section 1 Authorization by Convention

- a. By-laws may be enacted, repealed or amended at any Convention by a two-thirds majority of the vote cast.

Section 2 Source of Amendments

- a. Amendments may be proposed by a club in good standing or by the Board of Directors of the Federation.

Section 3 Notice of Amendments

- a. All proposed amendments shall be received by the Secretary and the Chair of the Standing Committee on Resolutions, By-Laws and Regulations at least eighty (80) days prior to the first day of the Convention.
- b. All proposed amendments so received shall be appended to the Notice of Convention prescribed in sub-section (d) of Section 4 (Convention) of BY-LAW XIII (Meetings) of these By-laws.

Section 4 Coming into Force

- a. Any such By-law enacted, repealed or amended shall be filed in the appropriate office of the Government of Canada, and having been there approved, shall come into force immediately.

BY-LAW XX DISTRIBUTION OF PROPERTY REMAINING ON LIQUIDATION

Upon winding up or dissolution of the Corporation, the funds and property remaining after the payment of all costs, charges, and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator, and after payment to employees of the Corporation of any arrears of salaries or wages, and after payment of any debts of the corporation, shall be distributed to such registered charities or “qualified donees” as defined in the *Income Tax Act*, as shall be designated by the Board. Any of such funds or property which had originally been received for specific purposes shall, whenever possible, be distributed to “qualified donees” or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes.
