

**BY-LAWS
of the
Canadian & Turkish Women's Association of Ottawa
(CATWAO)**

NAME

1. The name of the Corporation is "Canadian & Turkish Women's Association of Ottawa".

OBJECTIVE OF THE ORGANIZATION

2. The principal object of this Corporation is to provide a platform for Canadian and Turkish women to promote a better understanding and appreciation of their respective cultures, thus fostering goodwill and working towards better integration in the multicultural community.
 - 2.1 This objective will be achieved through a variety of activities in the fields of art, culture, literature, women's issues, and other complementary events consistent with the objective.

HEAD OFFICE

3. Head Office of the Corporation shall be in the City of Ottawa, Province of Ontario, or at such other location as may from time to time be established by resolution of the Board of Directors.

MEMBERSHIP

4. There shall be two forms of membership: institutional membership and individual membership.

- 4.1 Institutional members are women's organizations which:

- a) agree to support the objective of the Canadian & Turkish Women's Association of Ottawa (CATWAO);
- b) make application for membership; and
- c) pay any annual membership subscription as established from time to time by the Board of Directors.

4.2 Individual members are women who:

- a) agree to support the objectives of the CATWAO;
- b) make application for membership; and
- c) make an annual donation to the CATWAO or pay an annual membership subscription as established from time to time by the Board of Directors.

4.3 Application for institutional membership will be submitted to the President of the CATWAO, who may accept the application if it appears straightforward, or refer the application to the Board of Directors for decision if there is any question about the eligibility or appropriateness of the applicant. The Board's decision shall be final.

TERMINATION OF MEMBERSHIP

5. The following provisions apply to the termination of membership:

5.1 Institutional memberships terminate with the dissolution or termination of operations of the institution, when the annual subscription is in arrears beyond a period of grace set by the Board of Directors, or when a letter of resignation signed by a senior official of the organization is received by the President of CATWAO.

5.2 Individual memberships are terminated when annual dues are in arrears beyond a period of grace set by the Board of Directors.

5.3 In exceptional cases where there is reason to doubt the commitment of the Member to the objectives of the CATWAO, the Board of Directors may withdraw the membership or deny renewal of membership of any Member, institutional or individual.

ANNUAL MEETING

6. The participation and procedures at the Annual Meeting shall be as follows:

6.1 An annual meeting of the Members shall be held each year at the time and date to be determined by the Board of Directors, for the purpose of:

- a) receiving the report and any recommendations from the Board of Directors;**
- b) receiving the financial statements of the CATWAO;**
- c) electing officers and directors;**
- d) transacting such other business as may properly be brought before the meeting.**

6.1.1 The first annual meeting of the CATWAO will be held not later than 18 months after the organization is incorporated, and each subsequent annual meeting will be no later than 15 months after the holding of the last annual meeting.

6.2 Notice of the Annual Meeting

6.2.1 Notice specifying the place, date and hour of each Annual meeting shall be mailed to all Members at their respective addresses as they appear in the records of the Corporation. This notice shall be mailed at least fourteen (14) days before the meeting is scheduled, or sent by electronic message where the member has indicated such address. Notice in a CATWAO publication that is distributed to all members at least 14 days proper to the scheduled meeting shall be deemed sufficient notice for these purposes.

6.3 Quorum

6.3.1 One quarter of the membership shall constitute a quorum for the conduct of business at the Annual Meeting.

6.4 Voting

6.4.1 The President of the CATWAO or her appointee shall chair every Annual Meeting, and shall be entitled to vote.

- 6.4.2 In the case of an equality of votes, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote.**
- 6.4.3 Votes may be cast by proxy, provided that there is written authorization by the absent member to do so.**
- 6.4.4 A declaration by the Chair of any meeting that a resolution has been carried, and an entry to that effect in the minutes, shall be prima facie evidence of the fact.**
- 6.4.5 Certain special provisions, as provided in Section 7, apply to voting for the election of the Board of Directors.**

BOARD OF DIRECTORS

- 7. The Board of Directors shall be governed by the following provisions:**

- 7.1 General**

- 7.1.1 Subject to the responsibilities and powers reserved in these by-laws for to the Annual Meeting, the affairs of the CATWAO shall be managed by a Board of Directors of from 6 to 12 members, of whom 4 members present, including the President or a Vice President shall constitute a quorum of any meeting of the Board of Directors.**
- 7.1.2 The Board of Directors may exercise all powers of the Corporation that are not specifically required, by the *Canada Corporations Act* or by this by-law, to be exercised by the Members at an Annual Meeting.**
- 7.1.3 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that 48 hours notice of such meeting shall be given to each Director. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any decisions made.**

7.1.4 Meetings of the Board may be held by conference telephone or other means of communication, with the agreement of Board Members. A resolution in writing, signed by all the Directors entitled to vote on the resolution at such a meeting, is as valid as if it had been passed at a regular meeting.

7.2 Composition of the Board of Directors

7.2.1 The Board of Directors shall include:

- a) The President, the Vice-President, the Secretary and the Treasurer of the CATWAO, elected at the Annual Meeting;**
- b) up to 6 members-at-large, elected at the Annual Meeting, who may have responsibility for specific committees;**
- c) the immediate past-President, *ex officio*; and**
- d) up to 2 additional Members, appointed by the Board.**

7.3 Terms of Office

7.3.1 All Members of the Board of Directors serve until the adjournment of the second Annual Meeting following their election, and until their successors are elected.

7.3.2 The terms of office of elected members shall be organized so that:

- a) the President, the Secretary and at least two members-at-large are elected in odd numbered years;**
- b) the Vice-President, the Treasurer and at least two members-at-large are elected in even numbered years.**
- c) for the first year of the CATWAO, this pattern will result in a one-year term for the Vice-President, the Treasurer and two members-at-large.**

7.3.3 The immediate Past-President of the Board serves for as long as she retains this status.

7.3.4 Members appointed by the Board of Directors serve until the adjournment of the second Annual Meeting following their appointment.

7.3.4 Retiring Members of the Board of Directors may be re-elected or re-appointed to any position on the Board.

7.4 Resignations, Terminations and Vacancies

7.4.1 A Member of the Board of Directors may resign by so notifying the President in writing, and such resignation will take effect on receipt by the President.

7.4.2 The President may resign by so notifying the other Members of the Executive Committee of the Board in writing, and such resignation shall take effect on receipt by said Members.

7.4.3 The office of a Member of the Board of Directors is *ipso facto* vacated if the incumbent should be found of unsound mind, or become bankrupt, or be found guilty of a criminal offense, or die in office.

7.4.4 Any Member of the Board of Directors may be removed from office before the expiration of his or her term by a resolution passed by a two thirds majority of the Members of the Board present and voting at any meeting, provided that the formal "Notice of Meeting" included the intention to introduce such a resolution.

7.4.5 Where a Board Member is not present at two consecutive meetings of the Board of Directors, the Board of Directors will review the circumstances and may by resolution rule that the Member is deemed to have resigned.

7.4.6 Where a vacancy occurs, the Board of Directors may by resolution fill it, and the person appointed shall serve for the unexpired term of the former Member.

NOMINATIONS AND ELECTION TO THE BOARD OF DIRECTORS

8. Nominations and election to the Board of Directors shall take place in the following manner:

8.1 Nominating Committee

8.1.1 The Board of Directors shall annually establish a Nominating Committee composed of the President, the immediate Past-President and a retiring Member of the Board who is not seeking re-election.

8.1.2 The Committee shall:

- a) ensure that at least one eligible candidate is nominated and agrees to stand for each position open on the Board of Directors; and**
- b) supervise the electoral process at the Annual Meeting.**

8.2 Eligibility to Stand for Election

8.2.1 In formulating its recommendations, the Nominating Committee shall have regard to the competence of the candidate, balanced representation on the Board, and the need for the Board Members between them to possess the variety of skills and experience required to carry out their diverse responsibilities.

8.2.2 In order to stand for election, a candidate must be a member in good standing of the CATWAO.

REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

9. The Members of the Board of Directors shall serve without remuneration. By resolution of the Board or Directors, a Member may be reimbursed for reasonable expenses incurred in representing the CWTAO.

LIABILITY AND INDEMNITY OF THE MEMBERS OF THE BOARD OF DIRECTORS

- 10. No Member of the Board of Directors shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board of Directors, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the CATWAO through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the CATWAO, or for the insufficiency or deficiency of any security in or upon which any of the monies of the CATWAO shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the CTWAO shall be deposited. Or for any loss occasioned by any error or judgement or oversight on her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the Members's office or in relation thereto unless the same shall happen through his/her own dishonesty.**

OFFICERS

- 11. The Officers of the CATWAO shall be the President, the Vice-President, the Secretary, the Treasurer and such other officer as the Board of Directors may from time to time designate. Officers shall be subject to removal at any time by a resolution of the Board.**

11.1 The President shall:

- a) normally preside at all Annual Meetings and at all meetings of the Board of Directors and of the Executive Committee;**
- b) Be the principal formal representative and spokesperson for the CATWAO on public occasions;**
- c) The President may request the Vice President or any other Member of the Board of Directors to act for her in the discharge of any of the President's responsibilities, and such representative may exercise the authority of the President within the limits of such delegation.**

11.2 The Vice-President shall:

- a) exercise the powers and perform the duties of the President in the absence, disability or refusal to act of the President.

11.3 The Secretary shall:

- a) prepare, circulate and maintain minutes of all meetings of the Board of Directors and Executive Committee;
- b) maintain written records of the CATWAO, including copies of all documents and correspondence;
- c) ensure that timely notification is sent to Board Members prior to all Board meetings, and to all Members of the CATWAO prior to the Annual Meeting.

11.4 The Treasurer shall:

- a) deposit or cause to be deposited all monies and other valuable effects of the CATWAO in the name and to the credit of the CATWAO in such banks or other depositories as the Board of Directors may from time to time designate;
- b) render to the Board of Directors, whenever directed by the Board to do so, an account of the financial condition of the CATWAO and of all of her transactions as Treasurer or of those made in the Treasurer's behalf;
- c) prepare, or cause to be prepared, an Annual Report of the financial affairs of the CATWAO, and present such report to the Board of Directors for its consideration.

EXECUTIVE COMMITTEE

- 12. The Executive Committee shall include the President (as Chair), the Vice-President, the Secretary and the Treasurer and such other Members of the Board of Directors as the Board may from time to time appoint.

- 12.1 Members of the Executive Committee shall be given at least twenty-four (24) hours advance notice in writing or by telephone of any meeting, Notice of a meeting must be a minimum of 14 days if sent by mail.

- 12.2** During the intervals between meetings of the full Board of Directors, the Executive Committee shall possess and may exercise (subject to any conditions and directions the Board of Directors may from time to time impose) all the powers of the Board of Directors in the management and direction of the affairs of the CATWAO, save and except such acts as must by law be performed by the Board of Directors itself.

COMMITTEES

- 13.** The following provisions pertain to the establishment of Committees by the Board of Directors:
- 13.1** The Board of Directors may from time to time establish standing or ad hoc committees, may specify the mandate and membership of such committees, and may dissolve any committee previously established or change its membership or mandate.
- 13.2** Committees will normally consist of not less than three persons, not including the President, who is an *ex officio* member of all committees.
- 13.3** The Chair of each committee shall be appointed by the Executive Committee. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 13.4** In appointing Committee Members, the Board may choose people who are not members of the CATWAO as necessary.
- 13.5** The Board of Directors may delegate the appointment of committee members to the Executive Committee.
- 13.6** Committees shall normally be advisory to the Board of Directors, but the Board of Directors may delegate to a committee such of its powers as the Board of Directors may deem appropriate for the proper functioning of the CATWAO, and may withdraw such delegation.
- 13.7** A committee quorum shall be a majority of the members of the committee.

- 13.8 A member of a committee may participate in a meeting by telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another.**

FINANCIAL ARRANGEMENTS

- 14. The following provisions concern general financial arrangements of the CATWAO:**
- 14.1 Signing Officers:** The Board may designate one or more signing officers to authorize the financial transactions proper to the CATWAO, and may place limits on the authority delegated to any such signing officers, and in addition to or in the absence of any such delegation, any two of the President, the Vice-President, the Secretary or the Treasurer are *ex officio* signing officers of the CATWAO for all financial purposes.
- 14.2 Banking and Custody of Securities:** The Board of Directors shall by resolution designate the bank, trust company or other financial institution(s) in which the monies of the CATWAO shall be deposited and in which and securities of the CATWAO shall be placed for safekeeping.
- 14.3 Special Funds:** The Board of Directors may establish a fund or funds to which donations for special projects or intended for designated purposes shall be credited, and may direct that other revenues accruing to the CATWAO be credited to the said fund or funds, and monies held in such funds shall be used for the designated projects or purposes.

FISCAL YEAR

- 15. The fiscal year of the CATWAO shall be the period beginning the first day of January and ending on the thirty-first day of December, or as may be determined from time to time by resolution of the Board of Directors.**

AMENDMENTS

- 16. The by-laws of the CATWAO may be repealed or amended on recommendation of the Board of Directors by a two-thirds majority of the Members present and voting at any Annual Meeting, the notice of which shall have included advice or intention to introduce the repeal or amendment.**

DISSOLUTION

- 17. An Annual Meeting may, by three-quarters majority, empower the Board after clearing any liabilities, to cause the existence of the CATWAO to be legally terminated and the assets disposed of to one or more non-profit organizations in Canada whose objectives are broadly consistent with those of the CATWAO,**

EFFECTIVE DATE

- 18. These by-laws shall take effect on approval by the Government of Ontario of the application by CATWAO for incorporation as a not-for-profit corporation.**