

APPENDIX A - BYLAWS
(as of October 2003)

BY-LAW NO.1-1998

RE: Constitution of THE UNIVERSITY OF REGINA WOMEN'S CENTRE, INC.

PREAMBLE:

This document shall represent a By-law of the Corporation, The University of Regina Women's Centre, Inc., and is enacted in accordance with the provisions of The Nonprofit Corporations Act, 1995 and shall be in force and have the legal effect of a By-law of the Corporation and shall govern the affairs of the Corporation known as The University of Regina Women's Centre, Inc. (hereinafter the "Women's Centre").

INTENT of this DOCUMENT:

This By-law shall regulate the activities and affairs of the Women's Centre, and shall incorporate all subsequent by-laws ratified by the membership providing for the day-to-day operations of the aforementioned Corporation. This document shall also make provision for the establishment and enactment of any specific or general by-law(s), which may be proposed by the Members and/or Directors of the Corporation.

ARTICLE I- NAME

This organization shall be known as The University of Regina Women's Centre, Inc., herein after referred to as the "Women's Centre", "U of R Women's Centre" or "the Corporation", and is established in accordance with the provisions of The Nonprofit Corporations Act, 1995 of the Province of Saskatchewan, herein after referred to as The Nonprofit Corporations Act, 1995 or the said Act.

ARTICLE II- STATEMENT OF MISSION STATEMENT, PURPOSE, FUNCTION AND PRINCIPLES OF 'IHE WOMEN'S CENTRE

SECTION I - MISSION STATEMENT

The mission of the University of Regina Women's Centre is to empower female students by providing a supportive racial and gender inclusive environment dedicated to the education of all students regarding women's issues. :

SECTION 2 - PURPOSE

- To provide support for women, and to build awareness of the problems caused by social attitudes towards women.
- To make the community aware that the University of Regina and all post-secondary educational institutions must be accessible to all.
- To provide referral and counselling services.
- To make known to the student body issues which affect women and to take stands on these issues when necessary.
- To extend programs and services to all women and men in the University community as well as the larger community, because all people can be adversely affected by sexism and racism.
- To provide literature and information about all issues which concern women.

- To build a network of support with groups that have similar objectives and concerns.

SECTION 3 -FUNCTION

The Women's Centre is located in room 226 of the Riddell Centre at the University of Regina. It shall provide a meeting place for women. The Women's Centre shall provide information, and serve as an alternative resource library and referral centre to meet the needs of women on campus. The Women's Centre shall organize events that promote and celebrate women as well as affect change in women's environment. The Women's Centre shall also conduct seminars and workshops that educate as well as raise the consciousness of women and men to the awareness of women's environment. The Women's Centre shall support and empower women students in their endeavor to educate themselves at the University of Regina.

SECTION 4 - Principles

- To treat all members. of the Women's Centre equally, regardless of race, religion, creed, colour, place of national origin, socio-economic status, sexual orientation, political views, marital status, educational interests, or be they mentally or physically challenged.
- To provide freedom of information in all activities of the Women's Centre, exempting where such information is in contravention of the laws or statutes, compromises any negotiations in progress, is in violation of any statutory rights of another individual, or where such information was given in confidence.
- To be duty bound to uphold an honour all laws and statutes governing the operation and existence of the Women's Centre.

ARTICLE III - MEMBERSHIP

There shall be two classes of membership in the Women's Centre, Regular Members and Associate Members, as defined below:

- Associate Members: Any and all women enrolled for credit or audit at the University of Regina, who pay the required The Students' Union of The University of Regina, Inc. fees, shall automatically be included as an associate member, until the occurrence of an event defined in Article III, clauses (5) and (6) hereafter.
- Regular Members: A female or male student becomes a regular member after having served as a volunteer of the University of Regina Women's Centre for a period of no less than 90 days over a period of 18 months.
- Associate members are entitled to all privileges of membership, including the right to vote at meetings of members but excluding the right to serve as a director of the corporation
- Regular members are entitled to all privileges of membership, including the right to vote at meetings of members. Female regular members are entitled to serve as a director of the corporation.
- Membership shall remain effective as long as the student is enrolled for credit or audit as the University and Regina and pays the required The Students' Union of The University of Regina, Inc. fees. Memberships shall remain valid until the commencement of the spring semester, for those whose most recent enrolment was the fall semester; the commencement of the fall semester, for those whose most recent was the winter semester; and the commencement of the winter semester, for those whose most recent enrolment was the spring and summer semesters.
- Membership ceases upon expulsion, transfer, graduation convocation, failure to pay the

required The Students' Union of The University of Regina, Inc. fee, or in the case of any student required to discontinue.

ARTICLE IV - RIGHTS OF MEMBERS

- All regular and associate members in good standing as members of the Women's Centre are entitled to vote or cast a ballot in any or all referenda, elections, or general meetings of the Women's Centre, to which they are entitled.
- All regular and associate members are entitled to attend, speak and make submission to all Women's Centre general and board of directors meetings.
- All regular and associate members shall have reasonable access and use of the facilities of the Women's Centre.
- All regular and associate members have the right to freedom of information as provided for in Article II, section 2 (b) of this Constitution.
- All regular and associate members are entitled to participate in all events and programs offered by the Women's Centre.
- All regular and associate members are entitled to, without charge, one copy of the Constitution and by-laws of the Women's Centre.
- Only female Regular Members may run for, and be elected as a director and officer of the Women's Centre, subject to the terms and conditions as set out in Article V herein.

ARTICLE V- DIRECTORS OF THE CORPORATION TERMS of OFFICE of DIRECTORS

- The Board of Directors shall manage the activities and affairs of the Women's Centre.
- The Board of Directors shall consist of no less than four and no more than nine board members at all times.
- Only female Regular Members of the Women's Centre who are in good standing are eligible to be Directors of the Women's Centre.
- Regular members of the Women's Centre who are employees of the Women's Centre cannot simultaneously be directors and employees of the Women's Centre. In the case of an employee wishing to run for an elected position with the Women's Centre, that employee must first resign prior to being nominated. In the case of a Board Member wishing to seek and hold a position as an employee of the Women's Centre, that person shall first resign his/her position as a Board of Director.
- No Director may hold more than one Women's Centre directorship at a time.
- A Director shall be elected for a term of two years, unless:
 - she is elected to fill a vacancy in a by-election, in which case their term shall end at the close of the next annual general meeting for the election of directors; or
 - she is earlier removed from office as provided in Article V (7).
- A Director ceases to hold office:
 - immediately upon tendering their resignation;
 - upon the incumbent's ineligibility to hold office by virtue of any by-laws of the Corporation or statutes;
 - at the close of elections in which new directors are elected;
 - the incumbent is removed from office by way of a recall vote pursuant to Article VIII herein, or when removed from office for any other reason in accordance with

- the Act;
 - the director ceases to be a member of the Women's Centre as defined herein.
- Directors may run for re-election when their term is over.

- No section or sub-section of this Article (V) may be changed without the consent of the members of the Women's Centre at a duly called meeting of the members at a General Meeting or a Special General Meeting.

ARTICLE VI- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- The Board of Directors shall uphold the objects and principles of the Women's Centre.
- The Board of Directors has the power to make, amend, and repeal any By-laws of the Women's Centre, as provided for in section 90 (I) of The Nonprofit Corporations Act, 1995.
- The Board of Directors shall recommend all By-laws made, amended, or repealed under Article VII to the next general meeting of members for approval, as required by section 90 (2) of The Nonprofit Corporations Act, 1995.
- The Board of Directors are responsible for the administration of the affairs of the Women's Centre.
- The Board of Directors is responsible for recommending and implementing fiscal policy for the Women's Centre, subject to any applicable By-laws that are approved by the members. The Board of Directors is also responsible to ensure that the finances of the Women's Centre are effectively managed.
- The Board of Directors shall cause adequate financial records to be kept, recording all monies received and paid, and submit to financial audits as per The Nonprofit Corporations Act, 1995.
- The Board of Directors shall keep a "Minutes Book" of all general and board meetings. This book shall be updated on a continuing basis and all minutes must be published within fourteen days of the meeting. All members shall have free access to review, and make copies of, Minutes.
- The Board of Directors shall ensure that the books and records of the Women's Centre are accurate.
- The Board of Directors has the authority to call Directors meetings and Members meetings of the Women's Centre.
- The Board of Directors shall not directly interfere with any employee in the discharge of his or her duties. All suggestions and recommendations for the enhancement or improvement of an employee's performance related to his or her duties or function with the Women's Centre shall be first brought to the Board of Directors in the form of a motion, whereupon it shall be discussed and adopted or reelected. Any recommendations arising from this process shall then be passed on to the Labour Management Committee for administration and action.
- The Board of Directors shall designate two individuals from amongst the Directors to act as officers of the Board who will act as "Signing Authority". These individuals, along with the Executive Director, are authorized to act in concert to execute documents on behalf of the Corporation. Two of these Signing Authorities are required to execute any document. The Board of Directors shall determine the terms of these officers.

ARTICLE VII- RESPONSIBILITIES of the MEMBERS and the BOARD of DIRECTORS of the WOMEN'S CENTRE

- Whereas the Women's Centre has fiscal, fiduciary, and other legal obligations, the Members shall have the right to cause the Corporation and its Directors to enact certain by-laws in accordance with section 90 of The Nonprofit Corporations Act, 1995 that shall be binding on all Members, Directors, Employees, Volunteers and any other agent(s) of the Women's Centre. Accordingly, the Women's Centre shall have the following by-laws:
 - A Fiscal by-law which governs the spending policy of the Women's Centre, Honorarium policy of the Board of Directors and a policy concerning any fiduciary responsibilities of the Board of Directors and the Members of the Women's Centre;
 - An Elections by-law in accordance with The Nonprofit Corporations Act, 1995;
 - And any other By-law that is deemed necessary and appropriate by the membership of the Corporation or by the Board of Directors of the Corporation.
- The aforementioned By-law(s) shall be passed by a majority vote of the quorum of a duly called Board of Directors meeting and shall become the legal instrument of the Women's Centre on an interim basis. Subsequently, each by-law must be presented to the Members of the Women's Centre at a duly called Annual Meeting or Special Meeting of Members and the by-laws must be passed by a majority vote of a quorum of the Annual Meeting or Special Meeting of Members, whereupon the said by-law(s) shall become the legal instrument of the Women's Centre.
- The Board of Directors may amend or change any of the aforementioned By-laws in Article VII and shall present any amendments or changes of the said by-laws(s) to the Members of the Women's Centre at a duly called Annual Meeting or Special Meeting of members for final ratification by a majority of the quorum, whereupon the said amended By-laws(s) shall become the legal instrument of the Women's Centre.

ARTICLE VIII- RECALL OF MEMBERS OF THE BOARD OF DIRECTORS

- Any member of the Board of Directors may be recalled, that is to say removed from office, by ordinary resolution at a duly called Annual Meeting, where specific notice has been provided that a recall vote will be undertaken, or at a Special Meeting of the Members of the Women's Centre as provided for in The Nonprofit Corporations Act, 1995. A resolution to recall a Director shall only be successful if the number of votes to recall that Director exceeds the number of votes it took to elect that director.

ARTICLE IX- GENERAL MEETINGS OF MEMBERS

- The definition of a General Meeting shall be the same as the definition of a "meeting of members" as set out in section 2 of The Nonprofit Corporations Act, 1995.
- "Special Business" shall be defined in section 125(6) of The Nonprofit Corporations Act 1995.
- No business may be conducted at a General Meeting of the Women's Centre unless a quorum of members is present. The term, "General Meeting" as used herein shall include both the Annual Meeting of Members, as well as a Special Meeting of Members as

defined herein and in the Act. Notice of a general meeting shall specify whether the meeting is an Annual Meeting or a Special Meeting of Members.

- Annual Meetings or Special Meetings of Members, or a meeting at which "special business" shall be dealt with, shall be called in accordance with The Nonprofit Corporations Act, 1995.
- Quorum at General Meetings of the Women's Centre shall be ten (10) Members (Amended and passed April 11, 2018 AGM). Provided that a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting, as provided in Section 129(2) of The Nonprofit Corporations Act, 1995.
- General Meetings are the final decision making authority of the Women's Centre.
- Robert's Rules of Order shall prevail as the parliamentary authority in conduct of General Meetings.
- Notwithstanding Article IX (7), Standing Orders of the Women's Centre take precedence over Robert's Rules of Order in governing the conduct of General Meetings. A Standing Order is a by-law of the Corporation enacted with the purpose of governing debate or conduct at Director's Meetings and Meetings of Members. Standing Orders must be identified as such when recorded as by-laws.
- Notwithstanding Articles IX (7) and IX (8) a majority vote of a quorum of members present at a General Meeting may Suspend the use of Robert's Rules of Order or any Standing Orders of the Women's Centre for part or all of a meeting or all or any future meetings.
- The members of the Women's Centre may approve or reject any By-law made, amended, or repealed by the Board of Directors at a General Meeting of members by a simple majority vote as provided for in section 90 (2) of The Nonprofit Corporations Act, 1995. An opening quorum in accordance with Article IX (5) must be present.
- Any action of the Board of Directors may be repealed or altered by a simple majority vote of a quorum of Members present at a General Meeting unless the action in question has been irreversibly implemented or has resulted in a legal and binding contract.
- The Chairperson at a General Meeting shall be the Chief Returning Officer of the Women's Centre or her designate.
- Notwithstanding Article IX (12), the Chairperson must be ratified by the members at a General Meeting and the meeting may appoint a different Chair-person for the meeting if so desired
- A Resolution may be introduced by any Member of the Women's Centre at any General Meeting and shall be done in accordance with The Nonprofit Corporations Act, 1995.

ARTICLE X· CALLING OF MEETINGS

- Meetings may be called by the Board of Directors.
- Notice must be given for all General Meetings as defined in Article IX (I), such notice not being less than fifteen days or more than fifty days before the meeting, as required in Section 125 of The Nonprofit Corporations Act, 1995.
- Notice as required by Article X (2) and section 125 of the Act shall be:

- Given in a publication of the University of Regina Students' Union; and
- Placed conspicuously on at least 20 different bulletin boards on the University of Regina campus that The Students' Union of The University of Regina, Inc. operates or has control of, and there shall be no less than one notice per building situated on the University of Regina Campus.
- The notice in Article X (3 X a) must appear in two consecutive publications of the University of Regina Students' Union.
- When a publication of The Students' Union of The University of Regina, Inc. is not being published, copies of a publication containing the notice must be available to members during the time periods specified in Article X (2).

- Meetings may be requisitioned by members under the provisions and guidelines set out in Section 133 of The Nonprofit Corporations Act, 1995.
- All requisitions for meetings must be signed by a minimum of five percent (5%) of the members entitled to vote at such a meeting and the requisition must state the purpose of the meeting and business to be transacted, all information pertaining to the request being on all pages signed in the requisition.
- The requisition must be delivered to the registered office of the Women's Centre and a copy presented to each member of the Board of Directors as provided for in section 133 (2) of The Nonprofit Corporations Act, 1995.
- The Board of Directors shall call the requisitioned meeting of the members of the Women's Centre no later than twenty-one days of receipt of the requisition mentioned in Articles X (6), (7), and (8) and if the Board of Directors fail to call a meeting in this specified time any member may call the meeting and this meeting shall have full powers of a General Meeting as provided for in section 129 (4) of The Nonprofit Corporations Act, 1995.
- Notwithstanding Article X (6) and (9), if a recorded date has been fixed under section 124 (1) of the Act and notice thereof has been given under section 124 (3) of the Act; or the Board of Directors has called a meeting of members and have given notice thereof under Section 125 of the Act; or the business of the meeting as stated in the requisition includes matters described in section 127 (6)(b) to (e) of the Act then, in such an event, the Board of Directors need not comply with the requisition to call a meeting of members of the Women's Centre. This is provided for in section 133 (3) of The Nonprofit Corporations Act, 1995.

ARTICLE XI· FREQUENCY OF ELECTIONS AND MEETINGS

- A General Election to elect members of the Board of Directors shall be held annually in conjunction with the Annual General Meeting of the University of Regina Women's Centre, Inc.
- By-elections to fill vacant positions will be held in all interim semesters.
- At least one annual General Meeting will be held, with no more than fifteen months between meetings as required by section 123 (1)(a) of The Non Profit Corporations Act 1995.
- Special Meetings of the Women's Centre may be called in accordance with this By-law at

any time by the Board of Directors.

ARTICLE XII • COMMITTEES

The Board of Directors shall have the authority to enact committees as may be required from time to time. The Board shall enact the following committees;

- Finance Committee- consisting of three Members of the Board of Directors, one of whom shall act as Chair as appointed by the Board of Directors. The Finance Committee shall operate within the Fiscal Financial By-laws of the Corporation,
- Labour Management Committee- consisting of two Members of the Board of Directors as appointed by the Board of Directors. The Committee shall, upon ratification of membership, appoint a Chief Negotiator on behalf of the Women's Centre. This Committee shall act in accordance with any Collective Bargaining Agreement in force, the By-laws of the Women's Centre and any other applicable Act or Statute. The Labour Negotiations Committee shall represent the interests of the Women's Centre and its Members in negotiating Collective Bargaining Agreements, and in all other duties as designated by the Board of Directors.

ARTICLE XIII- SERVICES OF THE WOMEN'S CENTRE

The Women's Centre shall provide a meeting place for women in Room 226 of University Centre, the University of Regina. The Women's Centre shall provide free coffee or tea and shall ensure a friendly and supportive environment is available. An alternative updated resource file, feminist files and magazines shall be available for use at this location to meet students' needs. The Women's Centre shall welcome all students, female and male, to use our resources in order to learn more about the issues that concern women. The Centre shall offer peer counselling and referrals for students needing support. The Centre shall work closely with the Student Advocate of the University of Regina Students Union and the Sexual Harassment Officer of the University of Regina. The Centre shall encourage women to come into the Centre or call for help with their problems or concerns. As the Women's Centre volunteers are not professionals, the Women's Centre must ensure that their staff and clientele understand that the assistance that may be provided by the Women's Centre will generally be limited to lending a sympathetic ear or referring an individual to a professional or an agency.

The Women's Centre shall organize programs and events that promote and celebrate women as well as affect change in our environment. The Women's Centre shall actively and continuously try to raise the consciousness of the public. As such, the Women's Centre shall bring in guest speakers, sponsor film showings, conduct seminars and workshops, and sometimes sends members to relevant conferences, so they are better informed and able to share the information acquired. The Women's Centre shall support women students in their endeavor to educate themselves at the University of Regina. The Women's Centre shall provide a place for women to socialize and network with others to discuss their lives, including their problems and successes. Very often an individual's problem is part of a much larger social issue and at the Women's Centre ways of overcoming and dealing with these problems and issues shall be discussed.

The Women's Centre shall be open to all students, all staff; and all faculties at the University of Regina. The Women's Centre's philosophy includes a commitment to work at the eradication of

sexist ways of thinking and seeing in our culture. The Women's Centre is a feminist organization made up of people who believe that women, historically, have not been allowed the same opportunities and advantages as men, in this and other cultures. The members are committed to realizing these inequities and working towards better social, economic, and occupational opportunities for all women.

ARTICLE XIV· AMENDMENTS

- The Constitution and any by-law of the Women's Centre may be amended by a majority vote of a General Meeting where a quorum is a present or has been present in accordance with Article IX (3), (5) and (W) of this Constitution. ·

ARTICLE XV· DISSOLUTION and WIND-UP

Upon the dissolution and wind-up of the Women's Centre, all assets, property, and information held by the Women's Centre shall be held in trust by The Students' Union of The University of Regina, Inc. or its designate until such time as a new Women's Centre or other successor non-profit corporation or like organization is formed by the female students of the University of Regina or its successor.