

BY-LAWS OF ST. JOHN'S STATUS OF WOMEN'S COUNCIL/ ST. JOHN'S WOMEN'S CENTRE

Summary of changes:

Guiding Principles - Anti-Oppression updated

Replaced Corporation with SJSWC/SJWC throughout

Various grammatical changes to make document more readable

Corrected and simplified some legal requirement language

Moved some items to more appropriate Articles

Removed Proof of Service which will be added to Board Governance Policies

Changed "Board Members" to "Directors"

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Article 1 General

- 1.01 The St. John's Status of Women's Council/ St. John's Women's Centre is a membership based organization incorporated under the Corporations Act in the province of Newfoundland and Labrador.

Article 2 Registered Office

- 2.01 The registered office of the St. John's Status of Women's Council/ St. John's Women's Centre shall be in St. John's, Newfoundland and Labrador.

Article 3 Definitions

- 3.01 "Act" means the Corporations Act, R.S.N.L. 1990, c. C-36, and any regulations thereof;
- 3.02 "Board" means the Board of Directors of the St. John's Status of Women Council/ St. John's Women Centre;
- 3.03 "By-Laws" means these By-Laws and any by-law of the SJSWC/SJWC in force and effect;
- 3.04 "Member" means a current voting Member of the SJSWC/SJWC as set out in Article 6.05.1 who is in good standing; and
- 3.05 "SJSWC/SJWC" means the St. John's Status of Women's Council/ St. John's Women's Centre.

Article 4 Interpretation

- 4.01 Other than as specified in Article 3 above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- 4.02 The term woman/women is defined inclusively to mean cis and trans women unless otherwise specified. The SJSWC/SJWC may also serve other marginalized genders (including those who are two-spirited, non-binary, gender-fluid, or intersex).
- 4.03 In this By-Law, the following rules of interpretation apply:
- a) words in the singular include the plural, and words in the plural include the singular;
 - b) if a word or expression is defined, other parts of speech and grammatical forms of the same word or expressions have corresponding meanings;
 - c) the expressions "shall" is to be construed as imperative, and the expression "may" is to be construed as permissive;
 - d) unless the context indicates otherwise, "including" means "including, but not limited to", and "includes" means "includes, but not limited to"; and
 - e) a reference to an enactment includes any amendment or replacement of it and every regulation made under it.
- 4.04 Any ambiguity or difference of opinion concerning the interpretation of any word or rule of these By-Laws will be settled by the written decision of the Board.

Article 5 Mission, Mandate and Guiding Principles

- 5.01 The St. John's Status of Women Council/Women's Centre is a feminist organization that has worked since 1972 to achieve equality and justice through political activism, community collaboration and the creation of a safe and inclusive space for all women in the St. John's area.
- 5.02 The mandate of the St. John's Status of Women's Council/ St. John's Women's Centre is to:
- 5.02.1 provide accessible, trauma-informed and harm reduction services to all women in St. John's and Greater Avalon area and beyond in collaboration with partners and sister organizations;
 - 5.02.2 empower those who experience, or who have experienced, inequity in society because of their gender, race, age, sexual orientation, ability, class, citizenship status, and other types of discrimination;
 - 5.02.3 empower women and people of marginalized genders (including those who are two-spirited, non-binary, gender-fluid, or intersex) socially, legally and economically;
 - 5.02.4 create a safe and inclusive space for all women;
 - 5.02.5 promote gender equity through our activism, research, advocacy and front-line services; and
 - 5.02.6 work with our members, community partners, staff and funders to advocate for and achieve these ends in a non-partisan manner.
- 5.03 The Board of the St. John's Status of Women's Council/ St. John's Women's Centre complies with the following Guiding Principles:
- 5.03.1 **Feminism** – We are committed to providing accessible services to all women and will center the voices of those who are marginalized by gender, race, age, sexual orientation, ability, socioeconomic standing, citizenship status and other forms of stigma.
 - 5.03.2 **Anti-Oppression** – We recognize the intersectional and multifaceted oppression suffered by Black, Indigenous and Women of Colour, sex workers, women with disabilities, migrant women, 2SLGBTQIA people, criminalized women, women living in poverty, and other marginalized women. We recognize the structural imbalance of power that results from systems of oppression. We will seek to address and challenge these systems and strive for equity and justice for all women.
 - 5.03.3 **Community** – We are committed to community building and community collaboration. We hold ourselves accountable to the broad community and to those we serve while upholding and advocating for our mission and mandate.
 - 5.03.4 **Harm Reduction** – Our work focuses on keeping women safe, minimizing risk and working alongside them in achieving their identified goals.
 - 5.03.5 **Trauma-Informed Holistic Support and Programs** – We strive to provide services that are welcoming, safe, respectful, compassionate, supportive and appropriate to the needs of women affected by trauma, and to reduce the chance of causing trauma in our supports and

- programs. We strive to establish safety and trust, to be strengths-based and skill building, and to be collaborative in all our relationships.
- 5.03.6 **Knowledge and Understanding** – We are invested in building and applying our best knowledge in the service of change that advances women’s individual and collective goals. We consider the people we serve to be the experts on their own lives, and we seek understanding.
- 5.03.7 **Nonpartisan** – We are not influenced by, nor affiliated with, any specific political party.

Article 6 Membership

- 6.01 Membership in the St. John’s Status of Women’s Council/St. John’s Women’s Centre is open to any organization or person who supports the mission, mandate and guiding principles of the SJSWC/SJWC as set out herein above and pursuant to Article 5.
- 6.02 Membership will be for one year, renewing annually on the date the membership began. Members are responsible for ensuring that they are in good standing prior to the Annual General Meeting (“AGM”).
- 6.03 Members may be required to pay an annual membership fee, to be determined by the Board. The SJSWC/SJWC shall notify members of fees owing and, if any are not paid within thirty (30) days of the notice, the membership may be revoked.
- 6.04 Voting Members under Article 6.05.1 shall have the right to vote on any changes to these By-Laws.
- 6.05 There are three categories of membership:
- 6.05.1 **Member:** Any woman who supports the mission, mandate, and guiding principles of the SJSWC/SJWC as outlined in Article 5 is eligible, upon payment of an annual membership fee, to become a Member of the St. John’s Status of Women’s Council/ Women’s Centre. Members will have voting rights as outlined by Article 6.09.
- 6.05.2 **Ally/Supporting member:** A person of any gender who supports the aims and objectives of the SJSWC/SJWC, who wishes to be part of the SJSWC/SJWC. This membership is non-voting.
- 6.05.3 **Group:** Any organization or corporation who shares similar values as the SJSWC/SJWC. This membership is non-voting.
- 6.06 The Board will approve each membership and has the sole authority and discretion to accept or refuse any application for membership, to terminate or cancel any membership at any time, and to impose conditions or restrictions as it deems appropriate on any membership.
- 6.07 The SJSWC/SJWC shall maintain an internal register of members in good standing, listing the name, address, contact, and effective date of membership approval for its members.
- 6.08 It is the member’s responsibility to update the SJSWC/SJWC upon change of address, name, or contact information.
- 6.09 Each member in good standing will be entitled to one (1) vote in person or by other means permitted in these By-Laws.
- 6.10 Every resolution submitted to any meeting of members will be decided by a majority of votes except where otherwise prescribed by the Act or by these By-Laws.

Article 7 Directors

- 7.01 St. John's Status of Women's Council/ St. John's Women's Centre shall constitute a Board of Directors of no more than twelve (12) Directors.
- 7.02 All Directors shall be Members in good standing.
- 7.03 The Board shall ensure there are appropriate governance policies in place.
- 7.04 The Board shall promote, govern and develop the role of the SJSWC/SJWC within the province by:
 - 7.04.1 formulating and administering governance policies beneficial to the role of the SJSWC/SJWC and in support of our mandate;
 - 7.04.2 fostering the highest standards of collaboration with all partners, funders and staff;
 - 7.04.3 increasing public awareness of the needs of the women we serve;
 - 7.04.4 demanding equity and inclusion for women;
 - 7.04.5 participating in dialogue to improve the well-being of the women we serve; and
 - 7.04.6 advocating for the needs of women.
- 7.05 Ensuring that when and if the SJSWC/SJWC is dissolved and after the payment of all debts and liabilities, its remaining property is distributed or disposed to other similar organizations, which carry on their work solely in the province of Newfoundland and Labrador.

Nominations and Elections for the Board of Directors

- 7.06 The Board will outline the nomination process and selection criteria in its Governance Policies.
- 7.07 To further the mission and mandate, nominations (including self-nominations) to the Board are encouraged from and preference will be given to qualified Black, Indigenous and women of colour, women living with disabilities, women with experience in the sex trade and/or criminal justice system, newcomer women, women with experience of intimate partner violence, women with experience living in poverty and 2SLGBTQI women.
- 7.08 The election of Directors will be confirmed by vote of the Members at a General Meeting of the Members.

Article 8 Director Term of Office

- 8.01 Each Director shall hold office for a term of three (3) years following the election.
- 8.02 A Director, following completion of their term of office, is eligible to hold office as a Director for additional terms to a maximum of nine (9) years.
- 8.03 The Board endeavors to have one-third of the Board members newly elected each year to have proper institutional history and experience passed on to new Board members.

Article 9 Officers

- 9.01 The Board will elect the Chair, Vice Chair, Treasurer and Secretary for one-year terms, and a person may not hold their position for longer than three (3) terms.
- 9.02 The Board will elect the officers at the first meeting after the AGM. Officers will be elected by nomination from the Board Members and a simple majority through a balloted vote, if required.

Article 10 Board Vacancies

- 10.01 Where a vacancy occurs between AGMs, the Board of Directors may fill the vacancy by approving a Member who meets the criteria for the position outlined in the Governance Policies, who's appointment will be confirmed at the next AGM.
- 10.02 If the Chair position becomes vacant, the Vice-Chair will fill the vacant position.
- 10.03 If the Vice-Chair position becomes vacant, the position will be filled from within the Board.
- 10.04 Where insufficient candidates run for election, the Board will appoint a Director(s) who meets the criteria for the position as outlined in the Governance Policies.
- 10.05 Should a Director be absent because of health reasons, or because they are unable to fulfill their duties for a temporary period of time, they will be offered a leave of absence not to exceed beyond their term limit, during which time they will not attend meetings or have voting rights.
- 10.06 Should a Director take a leave of absence, the Board may appoint another Member who meets the criteria for the position for the duration of the leave of absence, not to exceed the previous Director's term limit.

Article 11 Action by Directors

- 11.01 The Directors shall set governance policy and the direction for the SJSWC/SJWC, follow the code of ethics and standards of behaviour, plan strategically, and fulfill the governance role outlined in By-Laws and Governance Policies.
- 11.02 Each Director shall specify, not less than one week before the time of a regular meeting, the business they wish to be transacted at a meeting called by an agreed-upon means.

Article 12 Removal from office

- 12.01 Any Director who is absent for 50% or more regular meetings within a twelve-month period may be removed from the Board following a 2/3 affirmative vote of the Directors, with a quorum present. They shall be notified in writing.
- 12.02 Any officer who is unable to fulfill their role as outlined in the governance documents for any reason may be removed by a 2/3 affirmative vote of the Directors with a quorum present.

Article 13 Meetings

Annual General Meeting and Appointment of Auditors

- 13.01 A joint AGM of the St. John's Status of Women's Council and St. John's Women's Centre will be held within St. John's once per year after the end of the fiscal year and once the auditor's report is completed.
- 13.02 The purpose of the AGM is to receive the reports and statements required to be placed before the members at an AGM, elect Directors for vacant seats, appoint an auditor(s), hear the auditor's report and management letter, and any other business properly be brought before the meeting.
- 13.03 At least twenty-one (21) days' notice of the AGM shall be sent by the Executive Director of the SJSWC/SJWC to each Member at their last known address.
- 13.04 The accidental omission to give notice to any Member will not invalidate the proceedings at the AGM.
- 13.05 The AGM will be chaired by the Chair of the Board or their designate.
- 13.06 The Executive Director or a delegate will be in attendance at the AGM.
- 13.07 A quorum for the AGM will include not less than 10 voting Members.
- 13.08 A Resolution may be brought to the floor for vote with a majority support of 50%+1 of those in attendance, provided that quorum is met.
- 13.09 Meetings are to be held in an accessible space and accessibility and other accommodations will be made, whenever possible. Members will be advised that all meetings are scent-free.
- 13.10 Meetings may be held in person, by telephone or other means where all participants are able to hear one another.

Article 14 General Meeting

- 14.01 A general meeting of the membership shall be called where there is change to the objects, mandate, or mission of the SJSWC/SJWC or where there is a substantive issue that cannot be addressed by the Board.

Article 15 Meetings of the Board of Directors

Presiding Over Meetings

- 15.01 The Chair of the Board will facilitate all meetings, or in their absence, the Vice-Chair, or in their absence, another Director.

Voting at Meetings of the Board of Directors

- 15.02 The Board will in all instances endeavor to make decisions by consensus. In the event that consensus cannot be reached, the Chair will call for a vote and decisions may be made by a simple majority of 50% + 1.
- 15.03 The Chair of a Board meeting will not vote unless there is a tie, the Chair of the meeting will cast the deciding vote.

Quorum

- 15.04 A quorum for the transaction of business at any Board meeting will be 50% + 1 of the current active Directors.

Frequency of Meetings

- 15.05 The Board shall have regular meetings at least four times per year, or more as determined by Governance Policies.
- 15.06 Committees of the Board will meet as required to conduct their business and complete their annual work plans.

Secretary and Minutes

- 15.07 The minutes shall be taken and stored in accordance with the Governance Policies.
- 15.08 The Executive Director will provide all notices to members, Directors, auditors, and members of Committees, and will attend and be Secretary of all meetings of the membership.
- 15.09 The Chair and Committee chairs will ensure minutes are kept for all meetings.
- 15.10 The Executive Director will be the custodian of all records, books, documents and other instruments belonging to the SJSWC/SJWC, and will have the powers and duties as the Directors determine and as outlined in the Governance Policies.
- 15.11 The Chair will initial (which may be done by email) an official copy of the approved minutes which will be stored as outlined in the Governance Policies.
- 15.12 As per the Chatham House rule, names will be removed from published copies of minutes unless a Member specifically requires their name to remain.

Treasurer

- 15.13 The Treasurer will chair the Finance Committee and ensure the keeping of proper books of account and accounting records concerning all financial and other transactions of the SJSWC/SJWC, and will ensure that all financial responsibilities assigned to the Executive Director are outlined in the Governance Policies and financial policies.

Other Officers

- 15.14 The powers and duties of all other officers will be as outlined in the Governance Policies.

Remuneration and Expenses

- 15.15 Directors shall not receive any remuneration for their services as a Board Member.
- 15.16 Directors will be reimbursed for out-of-pocket expenses, except as outlined in the Governance Policies.

Article 16 Committees of Directors

- 16.01 The Board of Directors may appoint standing or ad hoc Committees which will consist of Directors and may include Members. Directors may, at their discretion, appoint Members to Committees where their expertise, including lived experience, is desirable.
- 16.02 The powers delegated to standing Committees will be outlined in Governance Policies and the Committee's Terms of Reference.
- 16.03 Each Committee will ensure that Directors maintain a majority of Committee members.
- 16.04 The Executive Director may be a member of any Committee, at the discretion of the

- Chair of the Board and the Committee Chair.
- 16.05 Each Committee will present the issue(s), option(s), associated benefits and potential risks to the Board as a whole for a decision.

Article 17 Agents and Attorneys

- 17.01 The Board has the power to appoint agents or attorneys for the SJSWC/SJWC with powers (including the power to sub-delegate) of management, administration or otherwise as the Board may specify.

Article 18 Protection of Directors, Officers, and Others

- 18.01 Except in respect of an action by or on behalf of the SJSWC/SJWC to obtain a judgment in its favour, the SJSWC/SJWC may indemnify:
- a) a director or officer of the SJSWC/SJWC
 - b) a former director or officer of the SJSWC/SJWC and their heirs and legal representatives
- against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the person in respect of a civil, criminal or administrative action or proceeding to which the person is made a party because of being or having been a director or officer of the SJSWC/SJWC.
- 18.02 Article 18.01 does not apply unless the director or officer to be indemnified:
- a) acted honestly and in good faith with a view to the best interests of the SJSWC/SJWC; and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- 18.03 The SJSWC/SJWC may purchase and maintain insurance for the benefit of any person referred to in Article 18.01 to the extent permitted by the Act.

Article 19 Notices

General

- 19.01 A notice or document required to be sent to a Member by the Act, or these By-Laws may be sent by email, ordinary mail, or may be delivered to, the member at their latest address as shown in the records of the SJSWC/SJWC.
- 19.02 Notice will be deemed to be given to a Member when it was sent by the SJSWC/SJWC regardless of when or whether received by the Member.
- 19.03 If a notice or document is returned or bounces back, the SJSWC/SJWC is not required to send any further notices or documents to that Member.

Omission and Errors

- 19.04 If the SJSWC/SJWC accidentally fails to send a notice or document to any Member, or if any Member does not receive a notice or document, or if there's any error or mistake in a notice or document that doesn't affect the substance, all actions taken in reliance on the notice or document will be valid.

Article 20 Business of the SJSWC/SJWC

Bank Accounts, Cheques, Drafts and Notes

- 20.01 The SJSWC/SJWC's bank accounts will be kept in banks or financial institutions as the Board may determine.
- 20.02 Cheques on bank accounts, drafts drawn or accepted by the SJSWC/SJWC, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as outlined in financial and Governance Policies.
- 20.03 The Board will ensure that appropriate financial policies are in place to provide oversight of revenues and expenses and for the stability and sustainability of the SJSWC/SJWC.

Execution of Instruments

- 20.04 Three (3) designated Directors, including the Chair and the Treasurer, and the Executive Director shall have authority to sign in the name of and on behalf of the SJSWC/SJWC, all instruments in writing and any instruments in writing so signed shall be binding upon the SJSWC/SJWC without any further authorization or formality.

Fiscal Year

- 20.05 The fiscal year of the SJSWC/SJWC shall terminate on March 31 in each year.

Article 21 Amendments to By-laws

- 21.01 The Board may by resolution make, amend or repeal By-Laws that regulate the business or affairs of the SJSWC/SJWC.
- 21.02 The Board will provide notice to the Members of any proposed changes to these By-Laws under Article 21.01 no less than twenty-one (21) days in advance of a General Meeting of the Members, and the Members may confirm, reject or amend the proposal.
- 21.03 A By-Law, or an amendment or repeal of a By-Law, is effective from the date of the resolution of the Board under Article 21.01 until it is confirmed, confirmed as amended or rejected by the members under Article 21.02.
- 21.04 Upon twenty-one (21) days notice to the SJSWC/SJWC, a Member entitled to vote at an annual meeting of the SJSWC/SJWC may make a proposal to make, amend or repeal a By-Law.

Article 22 Effective Date

22.01 This By-Law will come into force and take effect subject to confirmation by a general meeting of the SJSWC/SJWC in accordance with the Act.

Approved at the Annual General Meeting in November 2020.

Chair, Caitlin Urquhart

Date

Executive Director, Laura Winters

Date