



CONSTITUTION

PREAMBLE

Local Councils of Women are organizations federated with the National Council of Women of Canada, herein after called NCWC.

ARTICLE I – NAME

Section 1: Name

This federation shall be called the Montreal Council of Women - Le conseil des femmes de Montréal, hereinafter called the Council, a federate of the National Council of Women of Canada.

ARTICLE II – OBJECT, POLICY AND PRINCIPLES

Section 1: Object

To bring together groups of women, and of women and men, and individuals to work towards improving the quality of life in the community through:

- developing policy based on research and analysis of issues;
- developing and submitting resolutions to the NCWC and to le Conseil provincial des femmes du Québec – Provincial Council of Women of Quebec, hereinafter called PCWQ, on issues important to the members;
- providing information to members and the general public on current issues;
- recommending and working towards change, where need is seen, in the policies, by-laws, regulations and administrative processes of the local government;
- cooperating with other provincial groups in developing and advancing common policies and objectives;
- initiating letter(s) on issues of concern to members, to the federal or provincial governments by drafting and submitting letters to the PCWQ or the NCWC, based on existing policy, with a request that the letter(s) be forwarded to the appropriate government.

Section 2: Policy and Procedures

Council shall abide by the policy and procedures of the NCWC as stated in the NCWC Constitution and By-Laws.



Section 3: Principles

- (i) No organization entering into federation with the Council shall thereby lose its independence, aims or methods of operation, or be committed to the principles of any other Federated Organization of the Council.
- (ii) In all its decisions, the Council shall safeguard the principles of democracy.

ARTICLE III – AMENDMENTS

This Common Constitution may be amended only at an Annual Meeting of the NCWC by a two-thirds (2/3) majority vote. Notice of proposed amendment(s) shall be sent to the NCWC Constitution Convener at least four (4) months prior to the NCWC Annual Meeting.

(By motion AGM May 15, 2002)

BY-LAWS

PREAMBLE

The By-Laws of the Montreal Council of Women of Canada (MCW) set out how the Object, Policy and Principles, stated in the Constitution of the Council, are to be accomplished.

ARTICLE I - OBJECT

Section 1

- (i) The MCW is a non-profit, non-partisan, non-sectarian organization dedicated to the betterment of conditions pertaining to women, their families and the community. For the attainment of the object, the MCW has established a federation of local organizations, termed Federated Organizations or Locally Organized Societies (LOSs), and of Individual Members, having objects similar to those of the MCW. Through membership in the National Council of Women of Canada (NCWC), the Council is linked with the International Council of Women (ICW).
- (ii) MCW may inaugurate new movements for the well-being of the community and may organize, or assist to organize, new societies, institutions or associations.

ARTICLE II - MEMBERSHIP

Section 1

- (i) The Council shall be composed of LOSs and Individual Members.
- (ii) Membership in the Council shall be open to all individuals and groups who support the object, policy and principles as stated in the MCW Constitution.
- (iii) Life membership may be conferred to a woman who has made a significant contribution to MCW, NCWC or to the community in ways consistent with the purposes of NCWC.



- (iv) Patrons provide financial support to MCW.

Section 2 - Discontinuance of Membership

- (i) On receipt of an allegation that a Federated Organization or individual member has contravened the Object, Policy or Principles of the Council, the Board shall appoint a committee to investigate the allegation. If the Board endorses the Committee's recommendation for discontinuance of membership, the Board shall give notice to the alleged offender and to the Voting Body and bring the recommendation forward at the AGM or Special Meeting. The Voting Body may, by two-thirds (2/3) majority vote, discontinue the membership of such organization or individual.
- (ii) If a Federated Organization or/and Individual Member wishes to withdraw from membership, they shall write a letter of intent to the Council.
- (iii) Non-payment of fees, after a specified deadline, shall be considered equivalent to resignation from membership.

Section 3 - Honorary Members of the Council

- (i) The Honorary President and Vice-Presidents shall be appointed by the Board of Directors for life from those who have rendered distinguished service both to the Council and the community.
- (ii) Honorary Councillors, those women from the community who render outstanding service to society, are appointed by the Board for a three-year period and may be reappointed.
- (iii) Honorary membership may be conferred to a member who has made a significant contribution to MCW, NCWC or to the community in ways consistent with the purposes of NCWC.

ARTICLE III - GOVERNANCE

Section 1 -Governing Documents

The Act of Incorporation, the Constitution, By-Laws and Standing Rules of the NCWC, the Constitution and By-Laws of the Conseil provincial des femmes du Québec – Provincial Council of Women of Quebec (CPFQ - PCWQ) and the Constitution and By-Laws of the MCW are the official documents setting out the purpose, organization and operation of the MCW.

Section 2 - Governing Bodies

A. Voting Body

- (i) The Voting Body of the MCW at an Annual General Meeting (AGM) or at a Special Meeting shall be:
 - the representatives of the Federated Organizations,
 - the MCW Directors;
 - the Individual Members, including Life Members, Patrons and Members.

B: Federated Organizations and Individual Members

- (i) Only those Federated Organizations and Individual Members who have paid their fees for the fiscal year prior to the AGM may vote. Life Members may also vote.
- (ii) The official representatives of a Federated Organization shall be the President and any two other members.



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- (iii) The Federated Organizations shall have six (6) votes. At meetings where a vote is taken members of a Federated Organization shall vote as a unit and appoint one of its delegates to carry its votes.
- (iv) At an AGM the total of Individual Member votes may not exceed the total votes of the Federated Organizations present. *(See NCWC Standing Rules, Article IV, Section 2, Subsection A, ii)*

C. Board of Directors

- (i) There shall be a Board of Directors, hereafter called the Board, which shall be responsible for implementing the policies and procedures of the MCW.
- (ii) The Board shall have decision-making responsibilities between meetings of the full Voting Body. Voting may be conducted by electronic means to make decisions on matters arising between meetings.
- (iii) Each Director shall have one vote at a Board Meeting and at a General Meeting or AGM.
- (iv) The MCW Board of Directors, hereafter called Directors, shall be the President, the Past President, the Executive Vice-President, not more than five Vice-Presidents, the Secretary, the Treasurer, the Membership Secretary, the Corresponding Secretary, the Conveners of the Standing Study Committees and Administration and Standing Committees, the Councillors, and the Members-at-large.

D. Indemnity

Every Director of the MCW or other person undertaking any actions on behalf of the MCW that may represent a potential liability require a Board motion with two-thirds majority to be indemnified and saved harmless out of the funds of the MCW.

E. Section 3: Discontinuance

The Board may request the resignation of any Director who, as determined by a two-thirds (2/3) affirmative vote of the Board, has not properly carried out her specific duties. The Board shall have the authority to appoint a replacement for the remainder of the term of the vacated office.

F. Executive Committee

- (i) There shall be an Executive Committee comprised of the President, Past President, Vice-Presidents, Secretary, Treasurer, and Councillors. A Councillor is appointed by the Board for a one-year renewable term and serves for consultation and on committees, as requested.
- (ii) The Committee shall meet at the call of the President or any two of the members of the Committee to conduct emergency business that might arise between Board Meetings.
- (iii) Each member of the Committee shall have one vote.

ARTICLE IV - POLICY

Section 1: Policy Development

- (i) MCW policy is developed through the adoption by the NCWC and the MCW Voting Body of resolutions, recommendations from committees and those resulting from workshops



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and questionnaires and from the resolutions of the ICW.

- (ii) Policy adopted by the ICW and the NCWC becomes policy of the MCW.
- (iii) MCW may endorse all or part of a brief of another organization, which is in agreement with MCW policy or approved by the Voting Body.

Section 2 - Policy Implementation

- (i) The MCW shall conform to NCWC policy.
- (ii) The MCW may only approach the Provincial Government through the PCWQ and the Federal Government through the NCWC.
- (iii) The MCW may present matters of local concern, providing they are in conformity with NCWC/PCWQ policy, directly to Members of Parliament or Members of the National Assembly who represent the constituencies of its Members.
- (iv) The MCW may approach Montreal and area City Councils on matters pertaining to local affairs, providing they do not contravene PCWQ or NCWC policy. MCW may also develop policy on matters of local concern.

Section 3 - Resolutions

- (i) The Resolutions Convener shall call for resolutions from the Voting Body at least twice during the year.
- (ii) Resolutions to be forwarded to the NCWC and the PCWQ shall be circulated to the Voting Body prior to being submitted.
- (iii) The titles and resolved clauses / policy statements of resolutions to be brought to a meeting of the Council shall be circulated to the Voting Body prior to the meeting at which they will be discussed.

Section 4 - Membership in Other Organizations

The Council may participate in coalitions or become part of Government Committees in order to further the policies of the Council.

ARTICLE V - COMMITTEES

Section 1: Standing Study Committees

- (i) Standing Study Committees shall be formed for the purpose of studying issues and developing statements on social and public policy in harmony with NCWC policy, and of initiating action;
- (ii) Standing Study Committee Conveners are elected by the Voting Body at an AGM on the recommendation of the Nominating Committee.
- (iii) Standing Study Committee Conveners work in liaison with the corresponding NCWC Conveners. They shall report to an MCW Vice-President.

Section 2: Administration Committees

- (i) Administration Committee Conveners shall carry out specific duties which are part of the general administration of the MCW. They shall report to the Administration Vice- President.
- (ii) Administration Committee Conveners shall be appointed by the Board on the



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recommendation of the Nominating Committee at the Board meeting prior to the AGM. The appointments shall be reported by the Nominating Committee Convener at the AGM.

Section 3: Standing Committees

- (i) The Voting Body or the Board may establish Standing Committees for specific purpose of dealing with a particular MCW function.
- (ii) The Board shall set the Terms of Reference and appoint the Conveners of such Committees.

Section 4: Special/Ad Hoc Committees

- (i) The Voting Body or the Board may establish Special or Ad Hoc Committees for specific purposes and for a definite time period to be reviewed annually at the first Board meeting after the AGM.
- (ii) The Board shall set the Terms of Reference and appoint the Conveners of such Committees.

Section 5: MCW Representation

The Board may appoint a MCW member to serve on a government committee, a non-government coalition or to be a representative to another organization.

ARTICLE VI - MEETINGS

Section 1: Council Meetings

- (i) The Council shall hold at least four meetings during the year, one of which shall be the AGM.
- (ii) Notice of meetings shall be given at least two weeks prior to the meeting.

Section 2: Special Council Meetings

A Special meeting of the Council may be called by the President or on request in writing of the majority of the Board or at the request in writing of five or more Federated Organizations. The business of the meeting must be clearly stated and no other business shall be transacted. At least one week's notice shall be given for a Special Meeting.

Section 3: Annual General Meeting

- (i) The AGM of the Council shall take place not sooner than fifteen days after the end of the fiscal year.
- (ii) The AGM shall be open to the general public.
- (iii) The business of the AGM shall be the reception of reports, including the President's Report, a Treasurer's Report, the appointment of a financial reviewer for the following year, amendments to the By-Laws, the Report of the Nominating Committee, the appointment of signing officers and any other business which may properly come before the meeting.



Section 4: Meetings of the Board of Directors

- (i) The Board of Directors shall meet regularly or at the call of the President.

Section 5: Quorum

- (i) Fifteen (15) members of the Voting Body, of whom at least five shall be representatives of Federated Organizations, shall constitute a quorum at an AGM or Special Meeting of the MCW.
- (ii) Thirty percent of the members of the Board of Directors shall constitute a quorum.

Section 6: National Council of Women of Canada Annual General Meeting

- (i) The President or her designate shall be the delegate to the NCWC AGM.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee

- (i) The Nominating Committee is responsible to the President of the Council;
- (ii) The Committee shall be composed of five MCW members, one of whom shall be the Past President.. They shall be appointed for one year but may be reappointed at the discretion of the Board.
- (iii) The appointment of the members of the Nominating Committee shall take place by the October Board Meeting.
- (iv) The Chair of the Committee may be appointed by the Board.

Section 2: Duties of the Nominating Committee

- to determine which members of the Board are eligible for re-election;
- to select nominees to replace those who are not eligible for re-election or who do not wish to stand;
- to call for nominations from the Voting Body at least twice during the year;
- to draw up a proposed slate and report the slate to the Voting Body two months prior to the AGM;
- to circulate the proposed slate six weeks prior to the AGM, with the stipulation that further nominations to be submitted in writing to the Chair of the Nominating Committee at least a week before the AGM.
- to ensure that, if there are no further nominations, the Committee Chair reports the slate to the Voting Body at the AGM, and requests a motion to accept her Committee Report.

- to ensure that, if there are further nominations, and if both nominees wish to take office, there is an election by secret ballot at the AGM and to ensure that the name of the elected member is then included in the Report to be voted upon.

Section 3: Administration Members of the Board

- (i) Administration business of the Board shall be carried out by Administration Conveners. They shall be appointed annually at the Board Meeting prior to the Annual Meeting on



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the recommendation of the Nominating Committee.

- (ii) The Administration Conveners shall report directly to the Administration Vice-President. They shall be appointed for one year, but may be reappointed at the discretion of the Board.

Section 4: Nominations

- (i) Nominations may be made by any member of the Voting Body.
- (ii) Any Individual Member or member of a Federated Organization is eligible for MCW office.
- (iii) The President and the Executive Vice-President shall each have two-year mandates. Other elected Board members shall have one-year mandates, renewable twice.
- (iv) No Director may be eligible for the same elected office which she has held for the past three (3) years, except the Treasurer who may hold office for six (6) consecutive years. No Director shall be a Board member for more than 6 consecutive years.
- (v) The election of Board members shall take place every year with the exception of the President and Executive Vice-President for whom elections take place every second year.
- (vi) Retiring Board members remain in office until the close of the AGM.
- (vii) If a Director is unable to complete her term of office, a successor shall be appointed by the Board on the recommendation of the Nominating Committee to serve the remainder of the term.
- (viii) Each Director shall be a member of a Federated Organization or an Individual Member of the Council.

ARTICLE VIII - FINANCE

Section 1: General

- (i) Records shall be kept of all financial transactions according to generally accepted accounting principles.
- (ii) The fiscal year of the Council shall be from May 1st to April 30th inclusive.
- (iii) The signing officers shall be the President, the Treasurer, the Secretary, and the Executive Vice-President.
- (iv) Cheques shall be signed by any two (2) signing officers.
- (v) The financial records shall be reviewed at the end of each fiscal year and the Financial Reviewer's Report shall be made available to the Voting Body.

ARTICLE IX - AMENDMENTS TO THE BY-LAWS

By-Laws may be amended at an AGM or a Special Meeting only, by a two-thirds (2/3) affirmative vote of the members present and entitled to vote. Notice of motion of such amendments must be given at a regular meeting at least two months prior to the meeting at which the vote will be taken, followed by written notice sent to all members of the Voting Body.



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ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for the MCW.

ARTICLE XI - DISSOLUTION

The MCW may agree to disband upon a two-thirds affirmative vote of the Voting Body at a meeting held three months after the issuance of a Notice of Motion. A copy of financial statements shall be sent to the NCWC Membership Convener. Monies remaining shall be forwarded to the NCWC to be held in trust for five years. If the funds are not used for the reestablishment of the Council or a Study Group, the funds shall be used for NCWC Development.

(By motion AGM May 19, 2004; By motion AGM May 19, 2016)