

INSTITUTE FOR INTERNATIONAL WOMEN'S RIGHTS - MANITOBA

BY-LAWS

Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

Head Office

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Winnipeg, in the Province of Manitoba.

Conditions of Membership

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.
4. There shall be an annual membership fee, as determined by the board of directors, from time to time, payable when a new member joins, at any time in the financial year of the corporation, which will apply to that year, with another annual fee payable at the beginning of each financial year, unless otherwise directed by the board of directors.
5. Any member may be required to resign as determined by the board of directors if her membership has not been paid, unless otherwise directed by the board of directors.

Members' Meetings

6. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Manitoba as the board of directors may determine and on such day as the said directors shall appoint. Given the international scope of the corporation, the members may resolve or the board of directors may determine that a particular meeting of members be held outside of Manitoba, Canada.
7. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or a president or co- president, as the case may be, shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 20% of the voting rights. Fifty one percent (51%) members present in person at a meeting will constitute a quorum.

8. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if she has the right to vote by proxy and whether members may participate by telephone or electronic means, to be counted as present to constitute a quorum for that meeting.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation, at least one month before the meeting in question.

9. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these By-laws.
10. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the mail and email address of the member, director or officer shall be her last such address recorded on the books of the corporation.

Dissolution

11. The corporation shall not have the power, or be able, to dissolve itself, unless more than fifty (50) percent of the members who are present and entitled to vote, vote in favour of the dissolution at a special meeting called for this purpose. In the event of dissolution or winding up of the corporation, any and all remaining assets after payment of its liabilities shall be distributed to one or more similar or like-minded and recognized charitable organizations in Manitoba, at the sole discretion of the Board.

Board of Directors

12. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of the majority of members present at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members.
13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.

At the first annual meeting of members, the board of directors then elected shall replace the provisional directors named in the Articles of Incorporation of the corporation.

14. Directors shall be elected for a term of one (1) year by the members at an annual meeting of members.
15. The office of director shall be automatically vacated:
 - a. if at a special general meeting of members, a resolution is passed by fifty one percent (51%) of the members present at the meeting that she be removed from office;
 - b. if a director has resigned her office by delivering a written resignation to the secretary or a president or co-president, as the case may be, of the corporation;
 - c. if she is found by a court to be of unsound mind;
 - d. if she becomes bankrupt or suspends payment or compounds with his creditors;
 - e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that a director may be paid reasonable expenses incurred by her in the performance of her duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.
17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted and her successor is elected.

Powers of Directors

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of

creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to purchase liability insurance for the board of directors;
 - b. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - c. to limit or increase the amount to be borrowed;
 - d. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - e. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Directors' Meetings

23. Meetings of the board of directors may be held at any time and place to be determined by the president or co-presidents, as the case may be, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. There shall be at least

one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

24. A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

Indemnities to Directors and Others

25. Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;
- a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;
 - b. all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, with the prior agreement of a president or co-president, as the case may be, and one other officer - except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Officers

26. The officers of the corporation shall be one (1) president or two (2) co-presidents, three (3) vice-presidents, a secretary and a treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person except the president or co-president, as the case may be, positions. Officers must be directors and members.
27. The president or co-presidents, as the case may be, shall be elected at an annual meeting of members. Officers other than the president or co-presidents, as the case may be, of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
28. The officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time. Officers may be re-elected to serve more than one term.

Duties of Officers

29. **All officers** accept some responsibility for fund-raising and other means of sustaining the viability of the corporation, as needed.
30. **One President or Two co- presidents**, as the case may be, shall be executive officers of the corporation. If there are co-presidents, they shall share responsibility to alternate in presiding at all meetings of the corporation and of the board of directors, on a schedule as agreed between them. One co-president shall accept responsibility for the general and active management of the affairs of the corporation. The other co-president shall take primary responsibility in seeing that all orders and resolutions of the board of directors are carried into effect. The co-presidents share in leading fund-raising initiatives for the corporation.
31. The **vice-president for administration and recruitment** shall concentrate on growing the membership and reach of the corporation and, in the absence or disability of the president or co-presidents, as the case may be, perform the duties and exercise the powers of the president or co-presidents, as the case may be, and shall perform such other duties as shall from time to time be imposed upon her by the board of directors.
32. The **vice-president for youth and local initiatives** shall work in cooperation with other officers by concentrating on recruiting youth members and leading in the development of programming relevant to youth in a wide range of Winnipeg and Manitoba communities, and perform such other duties as may from time to time be directed by the board of directors.
33. The **vice-president for diversity and international initiatives** shall work in cooperation with other officers by concentrating on recruiting members from diverse communities in Manitoba, including those of Aboriginal and newcomer origins and people with a wide range of physical and developmental abilities, as well as leading in the development of programming, and perform such other duties as may from time to time be directed by the board of directors.
34. The **treasurer** shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. She shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president or co-presidents, as the case may be, and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. She shall also perform such other duties as may from time to time be directed by the board of directors.
35. The **secretary** may be empowered by the board of directors, upon resolution of the board of directors, to carry out affairs of the corporation generally under the supervision of the

officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president or co-presidents, as the case may be, under whose supervision he shall be. She shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

36. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

37. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Execution of Documents

38. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

39. The minutes of the board of directors shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall have access to a copy of such minutes at meetings, or upon request.

Financial Year

40. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be 31st day of December.

Amendment of By-Laws

41. The by-laws of the corporation not embodied in the articles of incorporation may be repealed or amended by by-law, or a new by-law relating to requirements of the

Companies Act of Manitoba, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of the majority of members present at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the requisite governmental approval has been obtained.

Auditors

42. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

Books and Records

43. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

44. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Interpretation

45. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Amended October 20th, 2016