

**Canadian Federation of University Women
(CFUW)**

**Fédération canadienne des femmes
diplômées des universités (FCFDU)**

Articles and Bylaws

Revised June 2020

Table of Contents

Articles

1. Name	4
2. Purposes	4
3. Languages	4
4. Membership in Graduate Women International (GWI)	4

Bylaws

A. Statutory Basis	4
B. Interpretation	4
• <i>Definitions</i>	
• <i>Interpretation</i>	
• <i>Binding Effect</i>	
• <i>Conflict with the Act or Regulations</i>	
C. Membership	6
• <i>Members</i>	
• <i>Dues</i>	
• <i>Club Voting Privileges</i>	
• <i>Withdrawal from Membership</i>	
• <i>Loss or Suspension of Membership</i>	
D. Board of Directors	8
• <i>Accountability and Responsibility</i>	
• <i>Delegation</i>	
• <i>Size</i>	
• <i>Eligibility</i>	
• <i>Elections</i>	
• <i>Vacancies, Removal or Resignation of Board Members</i>	
• <i>Voting Privileges</i>	
• <i>Standard of Care of Board Members</i>	
• <i>Disclosure of Interests</i>	
E. Regional Directors	10
F. Committees	10
G. Executive Director	11
H. Board Meetings	11
• <i>Regular Meetings</i>	
• <i>Annual Formation Meeting</i>	
• <i>Meetings Held in Camera</i>	
• <i>Notice of Meetings</i>	
• <i>Quorum</i>	
I. Protection of Board Members and Others	12
• <i>Limitation of Liability</i>	
• <i>Indemnity</i>	

J. Financial Responsibilities	13
K. Financial and Administration	13
• <i>National Office</i>	
• <i>Fiscal Year</i>	
• <i>Banking Arrangements.</i>	
• <i>Execution of Documents</i>	
• <i>Financial Review and Annual Budget</i>	
• <i>Parliamentary Authority</i>	
• <i>Notices of Meetings</i>	
L. Amendments, Additions, Repeals and Revisions	14
M. Annual and Special General Meetings	15
• <i>Annual General Meeting</i>	
• <i>Special General Meetings</i>	
• <i>Meetings held Entirely by Electronic Means</i>	
• <i>Quorum</i>	
• <i>Attendance</i>	
• <i>Notice of Meeting</i>	
• <i>Person to Chair the Meeting</i>	
• <i>Voting</i>	
• <i>Participation by Individual Club Members</i>	
N. Provincial and Regional Councils	17
O. Dissolution	17

Schedules

Schedule 1 – Definitions of Individual Membership	19
Schedule 2 - Summary of Duties of the CFUW Board	20

**Canadian Federation of University Women
Articles and Bylaws**

Articles

Article 1 — Name

The name of the organization shall be Canadian Federation of University Women, hereinafter referred to as CFUW.

Article 2— Purposes

1. Promote high standards of public education in Canada, advanced study and research by women, and a sound concept of lifelong learning.
2. Advocate for the advancement of the status of women, human rights and the common good locally, nationally and internationally.
3. Promote cooperation, networking, support and understanding among women.
4. Encourage and enable women to apply their knowledge and skills in leadership and decision-making in all aspects of the political, social, cultural, educational and scientific fields.

Article 3 – Languages

The two official languages of CFUW shall be English and French.

Article 4 - Membership in Graduate Women International (GWI)

CFUW shall be a member of GWI.

Bylaws

A. Statutory Basis

1. CFUW, a not-for-profit corporation incorporated under the *Canada Not-for-profit Corporations Act S.C. 2009, c.23*, enacts the following general bylaws governing CFUW, its management and its operations, in accordance with the provisions of the Act and any regulations made thereunder.

B. Interpretation

Definitions

Act means the *Canada Not-for-profit Corporations Act S.C. 2009, c.23*, including the regulations made pursuant to the Act, and any statute or regulation that may be substituted, as amended from time to time.

Articles mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CFUW.

Board means the board of directors of CFUW.

Bylaws mean the rules relating generally to the conduct of the affairs of the organization.

CFUW means the Canadian Federation of University Women. When used alone, it refers to the national organization.

Club means a member of CFUW.

Delegate means the person who is authorized to vote on behalf of a Club.

Federation means an association of independent Clubs that share the purposes outlined in the CFUW Articles. Ownership is vested in the member Clubs and is exercised through a Board of Directors that is elected by members.

Graduate women means women who have studied at an institution of higher education followed by the award of a degree, diploma or equivalent qualification.

GWI means Graduate Women International.

In good standing means having paid any dues and liabilities in full and being in compliance with CFUW's Articles and Bylaws.

Individual member means an individual member of a Club.

Member organization(s) means Club(s) of the CFUW including the E-Club.

Ordinary Motion means a motion passed by a majority of not less than 50% plus 1 of the votes cast on that motion.

Policy means any governing principle, plan or course of action, which may establish a specific course of action or intent.

Schedule means supplementary details appended to these Articles and Bylaws.

Special motion means a motion passed by a majority of not less than two-thirds (2/3) of the votes cast on that motion.

Standing Committee means a committee that performs a continuing function.

Term means a period that begins at the close of an annual general meeting in which officers are elected and ends at the close of the second annual general meeting after that election. (approximately two (2) years). A member who serves for more than one year of a term shall be deemed to have served one term.

Interpretation

2. In the interpretation of these Bylaws, unless context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders.

Binding Effect

3. These Bylaws bind CFUW and all present and future Clubs to the same extent as if each had agreed to be bound by these Bylaws and all actions, decisions, and proceedings undertaken under these Bylaws.

Conflict with the Act or Regulations

4. These Bylaws are subordinate to the Act and Regulations and are not intended to conflict with the Act and Regulations.
5. In the case of possible conflict, these Bylaws are to be interpreted in a manner that will reduce or eliminate any conflict with the Act and/or its regulations.
6. The provisions herein shall be deemed independent and severable and the invalidity of any Bylaw does not affect the validity of the remaining Bylaws that shall remain in force and be binding as if the conflicting provision had not been included.

C. Membership

Members

7. There shall be one class of member in CFUW. CFUW membership is open to Canadian non-partisan women's organizations interested in furthering the purposes of CFUW and who have applied for and been accepted for membership by an ordinary motion of the CFUW Board.
8. Member organizations shall be known as *Canadian Federation of University Women (geographic location)*, and shall be referred to in these Bylaws and generally as Club(s), except the E-Club defined in Schedule 1, 4. Alumnae organizations that become Member organizations may retain their alumnae association name.
9. Those CFUW Clubs known as *University Women's Club* prior to and including 2011 may retain their names in perpetuity.
10. A new Club shall consist of a minimum of ten (10) individual members. Any Club that falls below 10 individual members shall not be precluded from ongoing membership in CFUW by virtue of the decline in membership.
11. The qualifications for individual membership in a Club shall be consistent with CFUW administrative policy as set out in Schedule 1 of these Bylaws.

12. Each Club shall be entitled to receive notice of, attend, and vote at all CFUW annual and special general meetings.

Dues

13. Each Club shall pay CFUW annual per capita dues based on its paid membership.
14. Annual per capita dues shall be set by a special motion passed at an annual general meeting. Written notice outlining any proposed changes to the dues shall be sent to all Clubs at least one hundred and twenty (120) calendar days prior to the annual general meeting.
15. Dues shall be payable at the revised rate at the beginning of the CFUW fiscal year following the fiscal year in which the change was approved.

Club Voting Privileges

16. A Club in good standing shall receive one vote for every twenty-five (25) members or major fraction thereof, up to and including two hundred (200) members; and one vote for every fifty (50) members, or major fraction thereof, thereafter. Clubs having fewer than twenty-five (25) members shall be entitled to one vote.
17. A Club shall be allocated votes based on the number of members reported by the Club in its annual report to CFUW.
18. Clubs entitled to more than one vote shall tender those votes as a block.

Withdrawal from Membership

19. A Club may withdraw from membership in CFUW through a special motion at a Club's annual or special general meeting.
20. The Club shall notify the President of CFUW in writing of its intention to withdraw, accompanied by a copy of the minutes of the meeting at which the motion to withdraw was passed and a cheque for all outstanding CFUW dues and liabilities.

Loss or Suspension of Membership

21. The Board shall have the authority to terminate the membership of a Club if it is one (1) year in arrears of payment of its annual dues.
22. The Board shall provide the Club with sixty (60) calendar days written notice of its intention to terminate the Club's membership, during which time the Club can pay the full amount of the dues owing and the termination will be rescinded.
23. Violation of any provision of the Articles, Bylaws or written policies of CFUW or conduct which may be detrimental to CFUW, the Clubs may by special motion at a CFUW annual or special general meeting, terminate or suspend any Club or Clubs from membership in CFUW and the

Board may by special motion at a board meeting terminate or suspend any Club or Clubs from membership in CFUW.

24. In the event that a Member (club) makes a proposal that another Member (club), as per clause 23, should be expelled or suspended from membership in the corporation, the proposing Member (club) shall submit such proposal, along with rationale, to the CFUW National Office and the Member (club) in question, during the period that is between 90 and 150 days before the anniversary of the previous Annual General Meeting of Members. The Member (club) in question may make written submissions in response to the notice received, within 20 days of receipt. If, after mediation between the Members, the Member Club resolves that the proposal will go forward, the Notice of the proposal and the response, if any, shall be distributed to all members (clubs) of the corporation in the notice of meeting.
25. In the event that the board proposes a Member (the club) should be expelled or suspended from membership in the corporation, the chair of the board shall provide 20 days' notice of suspension or removal to the member and shall provide reasons for the proposed suspension or removal. The member may make written submissions to the chair of the board in response to the notice received within such 20-day period. In the event that no written submissions are received by the chair of the board, she may proceed to notify the member that the member is suspended or removed from membership in the corporation. Where written submissions are received in accordance with this section the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission.
26. Upon any termination of membership, the rights of the Club including any rights in the property of CFUW, automatically cease to exist.

D. Board of Directors

Accountability and Responsibility

27. The Board is accountable to member Clubs and is responsible for the oversight and management of CFUW in accordance with CFUW policy and procedures as established by the CFUW members.

Delegation

28. Except for matters referred to in subsection 138(2) Limits on Authority of the Act, the Board may delegate any power or duty conferred or imposed on it to a Committee or to any CFUW employee or agent.

Size

29. The Board shall consist of eleven (11) members: President; Vice President Education; Vice President Finance; Vice President Membership; Vice President Advocacy; Vice President International; and five (5) Regional Vice Presidents: one (1) for each of British Columbia, the

Prairies, Ontario, Quebec, and the Atlantic region. The individual responsibilities of each Board member are set out in Schedule 2 to these Bylaws.

Eligibility

30. A member of the Board shall be an individual member, in good standing, of a CFUW Club.
31. All Board members may serve on the Board for a maximum of three (3) consecutive terms.
32. A member of the Board who has served more than one year of a term in an office is considered to have served a full term.
33. The President may hold that office for a maximum of two (2) consecutive terms.
34. A nominee for President must have served at least one (1) term on the Board of Directors, or as a Regional Director, or as chair of a Standing Committee.
35. A Regional Vice President must reside in the Region she represents.

Elections

36. Pursuant to Subsection 128 (3) of the Act, all Board members shall be elected for a two (2) year term by ordinary motion at a CFUW annual general meeting.
37. Each nominee for a Board position shall be nominated by a Club.
38. An election shall be held when there is more than one candidate for a position. The candidate receiving the largest number of votes shall be declared elected.

Vacancies, Removal or Resignation of Board Members

39. In the event of a vacancy due to a resignation, death or removal from office of a member of the Board, the Board shall appoint by ordinary motion a successor to complete her term of office.
40. If a Regional Vice President moves her residency away from her designated region, her position shall automatically become vacant. A new Regional Vice President shall be nominated by the Clubs of that region and appointed by the Board by ordinary motion to complete her term of office.
41. The Clubs may, by ordinary motion, passed at a CFUW annual or special general meeting, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which, such vacancy may be filled by the Board.

Voting Privileges

42. Every Board member, including the President, shall have one (1) vote at a Board meeting.

Standard of Care of Board Members

43. A Board member shall:
 - a. act honestly and in good faith with a view to the best interests of CFUW, and
 - b. exercise the care, due diligence and skill that a reasonably prudent person would exercise in comparable circumstances, having regard for her knowledge and expertise.

Disclosure of Conflicts of Interest

44. Each Director shall disclose the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with CFUW, in accordance with the manner and timing provided in section 141 of the Act.
45. Board members shall maintain an arm's length separation between their private interests and their functions and duties for and on behalf of CFUW.
46. A Board member who has a conflict of interest shall leave the CFUW meeting when a relevant matter is being discussed and refrain from voting on that matter at any CFUW meeting.
47. The disclosure by a Board member of a conflict of interest and the absence of the Board member from voting shall be recorded in the minutes of the relevant meeting.
48. A Board member who absents herself due to a conflict of interest shall be included in determining the quorum for the meeting.

E. Regional Directors

49. There shall be eighteen (18) Regional Directors, who are not Directors or members of the Board for the purposes of the Act and these bylaws: one (1) from each of the provinces of Alberta, Saskatchewan, Manitoba, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador; two (2) from the province of Quebec; three (3) from the province of British Columbia; and six (6) from the province of Ontario. The Board shall assign Clubs in the Yukon, Northwest Territories and Nunavut to the appropriate Regional Director.
50. A Regional Director shall serve for a term of two (2) years.
51. A Regional Director may serve in her position for a maximum of two (2) consecutive terms.
52. A Regional Director must be an individual member in good standing of a CFUW club and must reside in the Region. She shall be nominated and elected by the Clubs in that Region.
53. A Regional Director shall further the policies and programs of CFUW and the Clubs within her Region, consulting with the presidents of the Clubs therein. She shall have access to the Board through her Regional Vice President.

54. In the event of a resignation, death or removal from office or if a Regional Director moves her residency away from her designated region, her position shall automatically become vacant. A replacement shall be nominated and elected by the Clubs of that region by ordinary motion to complete her term of office.

F. Committees

55. The following committees shall be designated Standing Committees of the Board: Advocacy, Articles and Bylaws, Education, Membership, Finance, Governance, International Relations, Nominations, Regional Directors and Resolutions.
56. Other committees existing at the time of the adoption of these Bylaws shall continue until the Board reviews its appointment and by ordinary motion either renews or terminates its terms of reference.
57. During its term, the Board may also appoint special committees or advisory bodies as it deems Important to its work. The term of such committees and advisory bodies shall be the same as the Board that appoints them unless otherwise specified in its terms of reference.
58. The terms of reference for every committee or advisory body, including its mandate, powers and membership requirements, shall be approved by the Board by ordinary motion and may be amended by ordinary motion.
59. Each Committee or advisory body shall be responsible to and report to the Board in such manner as the Board directs.
60. The President or her designate shall be an ex officio member of each Committee, except Nominations.
61. The Board may, at the request of a Committee chair, augment the membership of a Committee by the appointment of non-voting advisors from outside CFUW.

G. Executive Director

62. The Executive Director shall be employed by the Board under a renewable contract and shall be accountable to the Board through the President.
63. The Executive Director shall be responsible for the administration of CFUW and for supporting the policies and programs of CFUW.
64. The Executive Director shall attend all Board meetings as a non-voting participant.
65. The Executive Director shall be custodian of all records and reports of the Board and all its Committees.

H. Board Meetings

Meetings

66. Regular Meetings. The Board shall meet a minimum of four (4) times per year by such method and at such time and place as the President may decide. The minutes from all Board meetings shall be made available to the Clubs.
67. Special Meetings. Two (2) or more members of the board may make a written request to the president that a meeting be called, specifying the reason for the meeting. The meeting must be held within twenty-one (21) days of receiving the request.

Annual Formation Meeting

68. The Board shall hold an annual formation meeting within thirty (30) calendar days of the annual general meeting.

Meetings Held in Camera

69. Meetings or sessions held *in camera* may be necessary if the agenda concerns personnel and privacy issues. These minutes shall not be available to Clubs.

Notice of Meetings

70. The President shall give Board members seven (7) calendar days written notice of a meeting, specifying the reason for calling the meeting.

Quorum

71. A majority of the Board shall constitute a quorum for any meeting of the Board.
72. When a quorum is present at the opening of a meeting, the business of the meeting may proceed. No vote may be taken on any motion unless a quorum is present unless quorum is lost due to the absence of a Board member due to a conflict of interest.

I. Protection of Board Members and Others

Limitation of Liability

73. No member of the Board or officially sanctioned Committee or any other person who undertakes any liability on behalf of CFUW shall be liable for and is hereby released from:
 - a. The acts, neglects or defaults of others involved with CFUW; or
 - b. Joining in any receipt or other act for conformity; or

- c. The insufficiency or deficiency of any security in or upon which any of the monies of CFUW shall be invested; or
- d. Any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of CFUW shall be deposited; or
- e. Any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of CFUW; or
- f. Any loss, damage or misfortune whatever which shall happen in the execution of the duties of her office or in relation thereto; or
- g. Any loss occasioned by any error of judgment or oversight on her part; unless the same is occasioned by her own dishonesty or willful misconduct or acts outside the scope of her duties.

Indemnity

- 74. Every Director of CFUW or other person who undertakes any liability on behalf of CFUW or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and rendered harmless out of the funds of CFUW from and against:
 - a. All costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or 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, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

- 75. CFUW shall purchase and maintain adequate insurance to provide the indemnity provided for herein to its Board members, employees or others, if the individual acts or acted in that capacity at CFUW's request.

J. Financial Responsibilities

- 76. CFUW alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.

- 77. Members, Board members, staff and others shall not be liable for contracts, debts or other obligations incurred by CFUW.

K. Financial and Administration

National Office

- 78. The national office of CFUW shall be located in the National Capital Region of Canada.

Fiscal Year

79. The fiscal year of CFUW shall commence on May 1 of each year and end April 30 of the following year.

Banking Arrangements

80. The banking business of CFUW shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate from time to time by ordinary motion. The banking business or any part of it shall be transacted by a Board member or Board members of CFUW and/or other persons as the Board may from time to time by ordinary motion designate, direct or authorize.

Execution of Documents

81. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CFUW shall be signed by any two (2) of its Board members, so authorized by the Board. In addition, the Board shall direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Board member with signing authority may certify a copy of any instrument, motion, bylaw or other document of CFUW to be a true copy thereof.

Financial Review and Annual Budget

82. The Board shall present for membership approval, a public accountant to conduct an audit engagement or a review engagement on the financial statements for the year. The Board shall present the report and financial statements to the members at the CFUW annual general meeting.
83. The CFUW annual budget shall be confirmed at a CFUW annual general meeting by ordinary motion.

Parliamentary Authority

84. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CFUW meetings in all cases to which they are applicable and in which they are not inconsistent with the Act, these Articles, these Bylaws and any special rules of order which CFUW may adopt.

Notices of Meetings

85. All notices shall be delivered electronically to the address last known by the National Office in which case it shall be deemed to have been given to the addressee on the date sent. As an alternative, notices may be sent by ordinary mail, in which case it shall be deemed to have been given to the addressee on the tenth (10) calendar day after the notice was placed in the mail. The declaration by the Executive Director that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

86. The accidental omission to give any notice to any Clubs, Board members, member of a committee of the Board, or the non-receipt of any notice by such person where CFUW has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.

L. Amendments, Additions, Repeals and Revisions

87. Addition, amendment or repeal of an Article or Bylaw or revision of the Articles and Bylaws as a whole shall be confirmed at a CFUW annual or special general meeting by special motion. The addition, amendment, repeal or revision is effective on its confirmation in the form in which it was approved.
88. Subject to compliance with section 163 of the Act, Clubs entitled to vote at an annual meeting may submit to the CFUW during the period that is between 90 and 150 days before the anniversary of the previous annual meeting of members, notice of any matter that the Club proposes to raise at the annual meeting (a 'proposal'). Subject to the Act, the Corporation shall include the proposal in the notice of meeting and if requested by the members, shall also include a statement by the Club in support of the proposal and its name and address.

M. Annual and Special General Meetings

Annual General Meeting

89. The CFUW annual general meeting shall be held in a location as determined by the Board.

Special General Meetings

90. In accordance with subsection 167 of the Act, the Board may call a special general meeting to deal with important matters that may arise between CFUW annual general meetings.
91. The Board shall also call a special general meeting in accordance with Section 167 of the Act, on written request of a group of Clubs carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) calendar days of receiving the request, any Club who signed the request may call the meeting.
92. All special general meetings shall be held in the National Capital Region of Canada, unless otherwise specified by the Board.

Meetings Held Entirely by Electronic Means

93. A CFUW annual or special general meeting of the Clubs may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Quorum

94. Clubs carrying twenty (20) percent of the votes shall constitute a quorum at a CFUW annual or special general meeting.
95. When a quorum is present at the opening of a meeting, the business of the meeting may proceed. No vote may be taken on any motion unless a quorum is present.

Attendance

96. Annual or special general meetings are open to Clubs and individual CFUW Club members in good standing. Guests may be invited with the approval of the Board.
97. Participation at CFUW annual or special general meetings may not be by telephonic, electronic or other communication facility unless the meeting is to be held entirely by telephonic, electronic or other communication facility.

Notice of Meeting

98. Notice of an annual general meeting must be sent out to all Clubs twenty-one (21) to sixty (60) calendar days prior to the meeting and shall include all matters proposed to be discussed.
99. Notice of a special general meeting must be sent out to all Clubs twenty-one (21) to sixty (60) calendar days prior to the meeting and shall state the business to be transacted.

Person to Chair the Meeting

100. The President or her designate shall chair the meeting.

Voting

101. All motions shall be considered ordinary motions unless the Act or these Bylaws otherwise provide.
102. Advocacy policies may be adopted by resolution or emergency resolution.
 - a.) Advocacy policies must be adopted by special motion (2/3 affirmative vote of votes cast).
 - b.) At an Annual General Meeting or Special General Meeting, Emergency Resolutions may be proposed following a procedure defined in the meeting rules. They must be approved for consideration on the floor by a 4/5 affirmative vote of votes cast.
103. In the event of a tie an ordinary motion is defeated.
104. Each Club shall designate one of its individual members in good standing as its voting delegate and shall notify CFUW of the name of its voting delegate, prior to the start of an

annual or special general meeting. The voting delegate shall carry the total number of votes for which the Club is eligible.

105. Every Club entitled to vote at a meeting of members may appoint a proxyholder, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment
 - (b) a proxyholder has the same rights as the Club by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, and to demand a ballot at the meeting.
 - (c) a proxy shall be in writing, executed by the Club and shall conform with the requirements of the Act; and
 - (d) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.
106. All Clubs must register with the Credentials Committee at the annual or special general meeting.
107. In order to vote, Club delegates must be present in person or by proxy at the time the vote is called.

Participation by Individual Club Members

108. Individual Club members in good standing with their clubs may attend CFUW annual and special meetings whether or not they are eligible to vote and may participate in the discussion at the meeting.

N. Provincial and Regional Councils

109. A Provincial or Regional Council may be formed in any province or region at the discretion of the Clubs in that province or region to deal with matters within their own jurisdiction. Such Councils shall act in a way that is consistent with the purposes and policies set out in the CFUW Articles and Bylaws.

O. Dissolution

110. In case of insolvency, CFUW shall be considered lawfully dissolved and shall be wound up by the Board.
111. To dissolve CFUW for any reason other than insolvency a special motion shall be passed at an annual or special general meeting.
112. In the event of the dissolution of CFUW for any reason other than insolvency, CFUW shall distribute all remaining assets after payment of liabilities to any scholarship or bursary

fund(s) held by any Canadian universities or colleges, which are qualified donees under the Income Tax Act.

113. The Board alone, and at its discretion, shall make such distribution.

Schedule 1 – Definitions of Individual Membership
As referred to in Bylaws B Interpretation, Definitions and Bylaw C, Items 7 and 11.

1. A woman is eligible for membership in a Club if she supports the purposes of CFUW and has:
 - a. Earned a degree, diploma or equivalent qualification from an institution of higher education; or
 - b. Been accepted for a masters or doctoral program at a recognized tertiary institution; or
 - c. Earned a professional designation or equivalent qualification that currently requires a degree, diploma or equivalent qualification.
2. Pursuant to Bylaw C, Item 7, a woman who does not meet criteria 1(a), 1(b) or 1(c) but supports the purposes of CFUW is also eligible for membership in a Club.
3. A student member is a woman who is a full-time student at an institution of higher education. Student members shall pay 50% of the CFUW per capita dues.
4. An E-Member is a woman who qualifies for individual membership in a Club but is not a member of an existing Club. She shall be assessed CFUW dues. She shall be a member of the CFUW E-Club.
5. A member in good standing may transfer to any other CFUW Club without paying additional national dues for that year.
6. A woman who is a member of more than one CFUW Club shall pay national dues to only one club.
7. A life membership in a Club may be conferred on a Club member who has given outstanding service to her Club. Such membership shall be conferred by the Club based on a recommendation made by the Club's Board and having been approved by a special motion at a Club annual general meeting. A life member shall have voting privileges and may hold office. The Club shall pay CFUW per capita dues on her behalf. A life membership is not transferable to another Club.
8. An honorary membership in CFUW may be conferred on a woman who has made a significant contribution to CFUW or to the development of society in a manner consistent with the purposes of CFUW. Such membership shall be conferred based on a recommendation made by the CFUW Board and approved by a special motion at a CFUW annual general meeting. Unless she is a member of a CFUW Club, she shall not have voting privileges or be able to hold office. She shall not be assessed CFUW dues.

Schedule 2 – Summary of Duties of the CFUW Board
As referred to in Bylaw 27.

Detailed job descriptions are contained in the Administration Policy Book.

1. The President shall provide leadership for CFUW and preside at all meetings of the Board and at all annual and special general meetings. She shall be the administrative head of CFUW and an ex officio member of all committees, except Nominations. She shall be an ex officio, non-voting member of all Provincial and Regional Councils. She shall head all CFUW delegations or designate a representative, except at GWI General Assembly meetings where the Vice President International or her designate shall represent CFUW.
2. The Vice President of Finance shall serve as Treasurer, Chair of the Standing Committee on Finance and Chair of the CFUW Charitable Trust. As Treasurer she shall:
 - a) Supervise the financial affairs of CFUW
 - b) Ensure that full and accurate accounts are kept of all receipts and disbursements, and that all monies are deposited in the name and to the credit of CFUW.
 - c) Be responsible for CFUW's securities and valuable effects and direct the investment and reinvestment of any funds of CFUW in Trustee Investments.
 - d) Prepare an annual budget and make recommendations on financial policies.
 - e) Ensure that the public accountant appointed by the Board submits an audit engagement or review engagement report to the Board.
 - f) Present a report of the Finance Committee, including the budget and the report of the public accountant to the CFUW annual general meeting. Any substantive change to financial policy would be presented for the approval of the members.
3. The Vice President of Membership shall be a resource to the CFUW Board, Clubs and Regional Directors on all membership matters.
4. The Vice President of Education shall
 - a) Work with the Board and Clubs to promote high standards of education in Canada for all
 - b) Chair the Standing Committee on Education and serve as Board Liaison for the Standing Committees on Fellowships, and the Library and Creative Arts Committee.
5. The Vice President of Advocacy shall coordinate the advocacy efforts of CFUW and shall chair the Standing Committee on Advocacy.
6. The Vice President International Relations shall chair the International Relations Committee (IRC) and serve as board liaison between CFUW and GWI. The International Relations Study Groups are networked nationally and report to the Board through the Vice President International Relations.
7. Each Regional Vice President shall provide leadership for her Provincial or Regional Council and cooperate with her Regional Directors and Clubs in their areas to further the policies and programs of CFUW.

8. At the Board's Annual Formation Meeting, the Board shall elect an Acting President from its current members. The Acting President shall perform all the functions of the President in her absence or her inability to act.