

**PROVINCIAL COUNCIL OF WOMEN OF ONTARIO**  
**BY-LAWS**

**ARTICLE I – INSIGNIA**

The insignia of the Council is the same as the National Council of Women of Canada (NCWC) – the Bow with the motto inscribed thereon: Do unto others as ye would that they should do unto you.

**ARTICLE II – OBJECT**

- (i) The Council is a federation of Local Councils of Women (LCW), Provincially Organized Societies (POS), Study Groups, and Individuals.
- (ii) The Council shall:
  - a) work in co-operation with NCWC to establish Local Councils in the Province of Ontario
  - b) work to encourage Provincially Organized Societies to federate with the Provincial Council of Women of Ontario
  - c) support NCWC activities within the Province of Ontario.

**ARTICLE III – GOVERNANCE**

**Section 1: Governing Documents**

The Constitution, By-Laws and Standing Rules are the official documents setting out the purpose, organization and operation of the Council.

**Section 2: Governing Bodies**

**A. Voting Body**

- (i) The Voting Body of the Council at an Annual Meeting, Semi-Annual Meeting, Special Meeting, or when voting is by mail or electronic methods, shall be:
  - the accredited representatives of Federated Organizations: Local Councils, Provincially Organized Societies, Study Groups
  - Provincial Council of Women of Ontario (PCWO) Board of Directors
  - Honorary Life Members and Life Members
  - Individual Members
- (ii) Only those Federated Organizations, which have paid their fees for the current fiscal year, may vote.
- (iii) Votes shall be weighted as follows:

LCW and POS	Six (6) votes
Study Group	Two (2) votes
PCWO Board Member	One (1) vote
Honorary Life Member and Life Member	One (1) vote
Individual Member	One (1) vote

- (iv) Proxies
  - a) A delegate may be appointed by the Board of Directors of any Federated Association to act in the place of the President of such Association.
  - b) Any member of the Provincial Council may appoint any other member of the Council to act in her place.
  - c) Only a registered delegate to the Annual or Semi-Annual Meeting may carry a Proxy vote.
  - d) Only one (1) proxy shall be carried by any individual.
  - e) The proxy fee shall be determined by the Board of Directors.

**B. Board of Directors**

The Board shall have general charge of the affairs of the Council. They shall have decision-making responsibilities between Annual and Semi-Annual Meetings. Such decisions shall be brought before the Voting Body for ratification.

**ARTICLE IV – POLICY**

**Section 1: Policy Development**

- (i) The Council’s decision on policy and action are made by means of resolutions adopted at the Annual Meetings of Council.
- (ii) Resolutions may be submitted by any Federated Organization (Local Council, POS or Study Group) by the Board of Directors, any PCWO Committee, Honorary Life Member or Life Member. Individual Members may submit resolutions through the appropriate Vice-President, a Local Council, or the Resolutions Chair.
- (iii) Resolutions must be passed at a general meeting of the Federated Organization before being forwarded to the Vice-President Resolutions. The Resolutions Vice-President may request a Federated Organization to forward with the resolution, a copy of the minutes showing that the resolution was accepted at a general meeting.
- (iv) Resolutions shall be provincial in scope, shall be based on the development of new Council policy and be accompanied by adequate and creditable background material.

- (v) An Emergency Resolution is one that deals with an issue which has gained importance since the deadline for submission of resolutions and/or which shall require action prior to the next Annual Meeting.
- (vi) Action shall be taken only on those resolutions which are provincial in scope. If resolutions which are national in scope are presented, they may be endorsed by the Board of Directors and forwarded to NCWC.

## **Section 2: Policy Implementation**

- (i) When the Council has recorded its expressed policy by a majority vote at any Annual Meeting, the Council, Local Councils and Study Groups shall conform to such policy.
- (ii) No resolution shall be released to the Press before its adoption at an Annual or Semi-Annual Meeting.
- (iii) Local Councils and Study Groups may approach the Provincial Government only through the Provincial Council. Local Councils or Study Groups may present matters of local concern or established policy to individual members of the provincial legislature who represent the constituency or constituencies in which the Local Council or Study Group is situated.
- (iv) Correspondence with the Premier or Members of the Cabinet shall be conducted only by the President, except when the President permits such action by another person. In such instances, the correspondence must be approved by the President prior to mailing.
- (v) The Provincial Council of Women may:
  - approach the Federal Government only through the National Council of Women of Canada
  - approach the Provincial Government on matters pertaining to Provincial affairs
  - present matters of local concern or established policy to individual members of the House of Commons who represent constituencies of the Province of Ontario

## **Section 3: Participation in other Organizations**

PCWO may participate in coalitions or become part of government committees following the guidelines in the Standing Rules.

## **ARTICLE V – MEMBERSHIP**

### **Section 1: Composition**

- (i) The Council shall be composed of Local Councils within the Province of Ontario, Provincially Organized Societies, Study Groups and Individuals.
- (ii) All organizations federated with the Council shall comply with the Constitution and By-Laws.

## **Section 2: Required Numbers**

- (i) The minimum number of Organizations required for the formation of the Provincial Council of Women of Ontario shall be five (5).

## **Section 3: Individual and Life Members**

- (i) **Honorary Life Member**  
A woman who has served on the Board of Directors of the Council and is recognized as having rendered signal service to Council for a number of years may be elected an Honorary Life Member at an Annual Meeting on recommendation of the Board of Directors. She shall be entitled to attend all plenary meetings and may vote.
- (ii) **Life Member**  
Any woman who has been endorsed by a PCWO Federate, elected Life Member at an Annual Meeting of Council, and has paid the required fee may become a Life Member. She shall receive notices of meetings and have the right to vote. Current Life Members shall be extended these same privileges.
- (iii) **Individual Member**  
Any woman on payment of the required fee, may become an Individual Member if approved by a two-thirds (2/3) majority vote of the Board of Directors and she may vote.

## **Section 4: Applications**

- (i) Applications for membership in the Council shall be in the form of a motion by the organization asking for federation. Such organization shall have been in existence for at least one (1) year. A copy of this motion shall be sent to the President together with a copy of the constitution and/or objectives and the names of the officers of the organization desiring federation.
- (ii) Every application so received shall be submitted to the Board of Directors. Election for membership shall be by majority vote of the Board of Directors. Applications for membership, approved by the Board of Directors, shall be ratified by a majority vote of the PCWO Membership at an Annual or Semi-Annual Meeting.
- (iii) Applications for Life or Individual Membership in the Council shall be by letter to the President for submission to and approval of the Board.

## **Section 5: Discontinuance of Membership**

If a Federated Organization or Individual has violated the Object or Policy of the Council, the Board of Directors shall have power to discontinue such membership by a two-thirds (2/3) vote by ballot. Notice of proposal to take such action shall be forwarded by registered mail to the members of the PCWO Board of Directors and to said organization or member at least thirty (30) days in advance of such action.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **Section 1: Honorary President**

The Lieutenant Governor or the wife of the Lieutenant Governor of Ontario shall be invited to be the Honorary President of the Council.

### **Section 2: Composition**

- (i) The Board of Directors shall consist of the President, the Past-President, the Vice-Presidents, the Recording Secretary, the Treasurer and the Chairperson of each Administrative and Special Committee. The term of office shall be two (2) years renewable twice for a total of six (6) years. (See Article IX-Nominations and Elections)
- (ii) The tenure of the Past-President shall be for two (2) years in an advisory capacity.

### **Section 3: Specific Duties**

- (i) President  
The President is an ex-officio member of all committees except the Nomination Committee and shall:
  - prepare the agenda and preside at all General Meetings and meetings of the Board of Directors
  - take responsibility for the work of the Council and the public relations thereof
  - approve all correspondence, sign all administrative cheques, and present a report at all meetings of the Council and the Board of Directors
  - insofar as possible, make personal visits to Local Councils
  - present a report at the Annual Meeting of the National Council on the work and membership of the Provincial Council, other than those matters reported by Local Councils
  - together with the Vice-Presidents and such members as may seem advisable, present a brief to the Government of Ontario that will include the resolutions as amended and adopted at the Annual Meeting
  - have the prerogative of delegating special duties to the Vice-Presidents and of clarifying or adjusting minor questions on areas of responsibility.

- (ii) Vice-Presidents  
Each Vice-President shall:
- be the convener of a Standing Committee
  - represent the President of the Council at the request of the President
  - assume whatever responsibility the President may delegate to her.
- (iii) Recording Secretary  
The Recording Secretary shall:
- keep accurate minutes of all meetings and send copies of the minutes to the Board in advance of the next meeting. These minutes shall be adopted at the beginning of the following meeting.
  - send out all notices as required by the Constitution and By-Laws within the proper time
  - with the help of the President, compile Annual Reports from the President, Vice-Presidents, Chairpersons of Administrative and Special Committees, LCWs and POSs, for distribution at the Annual Meeting
  - if the President is unable to attend a meeting, arrange for an alternate Chairperson.
- (iv) Treasurer  
The Treasurer shall:
- provide for the deposit of all monies payable to the Council
  - provide for the acknowledgement by official receipt of all monies paid to the Council
  - send a list of paid-up members to the President
  - present interim statements at all Board Meetings and at the Semi-Annual Meeting
  - be responsible for the proper carrying out of duties with regard to credentials.
  - close the Treasurer's books at the end of the fiscal year, 31st March
  - have the Council's books reviewed annually, prior to presenting the financial statement to the Annual Meeting.

#### **Section 4: Discontinuance**

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

### **ARTICLE VII – COMMITTEES**

#### **Section 1: Administrative Committees**

##### **A. Composition**

There shall be Administrative Committees which shall be appointed by the Board of Directors at its meeting following the Annual Meeting. The term of appointment of the Chairperson shall be for one (1) year. They shall serve in accordance with the terms of reference which have been approved by the Board of Directors in Standing Rules, Article VII, Section 1.

### **Section 2: Special Committees**

- (i) Special Committees may be appointed by the Voting Body or the Board to carry out some special work of a temporary character. Such committees shall be discontinued at the end of Council year unless re-appointed at the Annual Meeting. While the committee is in existence, the Chairperson shall be a member of the Board of Directors.
- (ii) The Board shall set the terms of reference and appoint the Chairpersons of such committees.

## **ARTICLE VIII – MEETINGS**

### **Section 1: Annual and Semi-Annual Meetings**

- (i) The Council shall hold an Annual Conference, during which the Annual Meeting shall take place for the election of the Board, the presentation of Reports, Resolutions and other business.
- (ii) The Annual Meeting shall be held in the Spring and the Semi-Annual Meeting in the Fall each year.
- (iii) Notice of the Annual Conference and the Semi-Annual Meeting with a tentative agenda, shall be sent to the membership two months prior to the meeting.
- (iv) Voting cards will be provided to delegates of Federated Organizations, Board Members, Honorary Life Members, Life Members and Individual Members.
- (v) A registration committee shall be appointed by the Local Council where the Annual Meeting is held.
- (vi) Delegates at Annual and Semi-Annual Meetings shall pay a registration fee of an amount to be determined by the Board.
- (vii) With the exception of meetings dealing with finance, the meetings shall be open to the public, on payment of a registration fee, unless otherwise ordered by a two-thirds (2/3) vote.

- (viii) By invitation of the President, and with the consent of the meeting, other persons may, on occasion, be asked to attend Council Meetings, but shall not vote.
- (ix) The retiring Board Members shall continue to conduct the meeting until the close of the session.

### **Section 2: Special Meetings**

- (i) On the request of five (5) members of the Board of Directors, special meetings shall be convened for urgent business.
- (ii) Other meetings may be held from time to time as may best promote the interests of the Council.

### **Section 3: Board Meetings**

- (i) The Board shall meet at least five (5) times per year including immediately preceding and following the Annual Meeting and preceding the Semi-Annual Meeting.
- (ii) Presidents of Local Councils or their delegates are invited to attend Board Meetings as non-voting participants.

### **Section 4: Quorum**

- (i) One-half the elected Board members and one-half the Local Councils shall constitute a quorum at an Annual or Semi-Annual Meeting of the Council.
- (ii) A majority of the members shall constitute a quorum at a meeting of the Board of Directors.

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

### **Section 1: Nominations**

- (i) Nominations Committee  
There shall be a Nominations Committee consisting of a past-president and two members appointed by the Board of Directors at the Semi-Annual Meeting.
- (ii) Members of the Board of Directors are elected for a two (2) year term renewable twice.
- (iii) Eligibility



- a) An elected member of the Board shall serve no more than six (6) years on the Board before taking a one (1) year Leave of Absence. The position of President for up to six (6) years and Past-President for two (2) years shall not count in the six (6) year total to be served. The length of term of the treasurer will be at the discretion of the Board.
- b) A member of a Federated Organization or an Individual Member shall be eligible for office, subject to (a) above.
- c) Any member of the Board who fails to answer correspondence or to take part in the work of the Council for a period of one (1) year shall be ineligible for re-election.

## **ARTICLE X – FINANCE**

### **Section 1: General**

- (i) **Fiscal Year**  
The fiscal year shall be from April 1 to March 31.
- (ii) **Signing Officers**  
The signing officers for the Provincial Council of Women of Ontario are the President, the Treasurer, a designated Vice-President, and the Recording Secretary. The signatures of any two (2) of these officers are required on each cheque.
- (iii) **Investment of General Funds**  
Investment of General Funds shall be subject to approval by the Board of Directors on recommendation of the Finance Committee.

### **Section 2: Kinds of Funds**

There shall be General Funds and Designated Accounts.

### **Section 3: Fees**

- (i) Federated Organizations shall pay an annual fee of an amount recommended by the Board of Directors and approved by the membership at an Annual Meeting, provided a three (3) month notice of motion has been given.
- (ii) Life Members shall pay one fee of an amount recommended by the Board of Directors. Money used for presentation of Life Memberships shall not be taken from the treasury of the Council.

- (iii) Individual Members shall pay annual fees of an amount recommended by the Board of Directors.
- (iv) Only those Federated Organizations and Individual Members whose fees have been paid by April 15 of each year shall be in good standing at the Annual Meeting, i.e., shall be eligible to vote.

#### **Section 4: Donations**

- (i) Friends of PCWO shall have donated an amount, as stated in the Standing Rules, annually to PCWO.
- (ii) Patrons shall have donated an amount, as stated in the Standing Rules, annually to PCWO. They shall receive notices of meetings but may not vote.

#### **Section 5: Budget**

- (i) There shall be an annual budget of estimated income and expenditures for the fiscal year to March 31. The budget shall be prepared by the Treasurer with the assistance of the Finance Committee.
- (ii) The budget shall be presented to the Board and to the Annual Meeting.

### **ARTICLE XI – PUBLICATIONS AND COMMUNICATION**

#### **Section 1: Purpose for Publications**

Publications such as the brochure, the newsletter and the Annual Report are used:

- (i) for the recruitment of members;
- (ii) in order to communicate with members, outside organizations and individuals, and government;
- (iii) to keep an historical record of the organization.

### **ARTICLE XII – AMENDMENTS**

These By-laws may be amended at an Annual or Semi-Annual Meeting by a two-thirds (2/3) vote, provided that written Notice of Motion has been received by the Board in sufficient time that they may give:

- a) three (3) month's notice to the National Council of Women of Canada
- b) two (2) month's notice to the PCWO Voting Body.

A motion for amendment, once defeated, may not be reconsidered until the expiration of one (1) year.

### **ARTICLE XIII – DISSOLUTION**

PCWO may agree to disband upon a two-thirds (2/3) vote of the Voting Body at a General Meeting held following a three (3) month Notice of Motion. A copy of the minutes of the General Meeting at which the vote was taken shall be forwarded to the NCWC Membership Convener.