

By-laws of the Canadian Association for Equality

1. Name

The organization will be known as the "Canadian Association for Equality". The organization may be referred to as "CAFE".

2. Purpose

The objects of the corporation are:

1. To advance education by providing workshops, seminars, conferences, debates and lectures on topics relating to equality, diversity and human rights issues, especially on gender equality.
2. To provide a platform for the collaboration of existing organizations interested in the topics of equality, diversity and human rights issues.
3. To undertake consciousness raising outreach activities especially in areas of gender equality routinely ignored.
4. To utilize new multimedia like podcasts, videos, blogs and social networking to engage the public in dialogue on equality, diversity and human rights issues, especially on gender equality.
5. To actively engage in public policy debates through media releases and the availability of a series of experts in relevant subject matter.
6. To provide support to individuals whose equality rights have been denied.

3. Membership

3.1. Member status: Any individual who formally requests to join the CAFE will be granted member status. There is no membership registration fee. All members are granted voting privileges, but these do not extend to the Annual General Meeting. Membership in the CAFE confers each individual with inclusion in an electronic mailing list, to be maintained by the Secretary. This list shall not be publicized by any means or divulged to anyone outside the group.

3.2. An individual may withdraw their membership through written notice at any time.

3.3 In the event of a Board member desiring removal of a general member, the President shall investigate the situation and draw up a list of charges against the member in question. This list will be presented to him/her no later than 14 days prior to a general meeting. Failure to settle the situation will result in a vote for dismissal at

the next general meeting, requiring a 2/3 majority of Directors to pass.

4. Meetings

4.1. General Meetings:

a. There shall be no fewer than 1 general meeting each quarter. Notice of the meeting will be given at least 7 days in advance through e-mail. General meetings may be called by the President or through a petition signed by a majority of the Board or 10 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.

b. General meetings are open to everyone. Quorum will be established by the presence of 6 members.

c. The annual meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board may determine and on such day as these directors shall appoint. The members may resolve that a particular meeting of members may be held outside of Canada.

d. Any member of the CAFE may contact the President to inform him/her that they wish to raise an issue at the next meeting. The President will communicate the agenda over the electronic group at least 1 day prior to the meeting. The President will be responsible for leading the meeting in an efficient, reasonable manner.

e. Decisions are made by a simple majority vote of members, unless the Canada Corporations Act or these by-laws otherwise provide.

f. Proxy voting is not allowed.

g. The Secretary will keep minutes at all meetings.

4.2. Annual General Meeting (AGM):

a. The AGM will take place between January and April. Notice will be given through e-mail at least 14 days in advance. Any special business to be conducted shall be adequately explained in the notice. The AGM will be open to everyone. Quorum will be established by the presence of at least 8 registered members. Members may participate in the AGM by teleconference. At least 10% of members will be required for approval of holding a meeting by teleconference. An impartial observer will record the results of secret ballots. 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.

b. The annual meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board may determine and on such day as these directors shall appoint. The members may resolve that a particular meeting of members may be held outside of Canada.

- c. Members must register their intent to attend the AGM between two weeks and three days before the meeting to be eligible to vote and run for Director positions.
- d. Proxy voting is not be allowed at the AGM.
- e. Decisions shall be made by a majority of registered members, unless the Canada Corporations Act or these by-laws otherwise provide. Such decisions will be immediately binding.
- f. The President shall be responsible for leading the meeting in an efficient, reasonable manner.
- g. Activities must include a year-in-review presented by the President, a report by the Auditor, a year-end financial report presented by the Treasurer and adopted through the support of a majority of registered members, and Directors elections, to be governed by Article 5.
- h. The members of the corporation will appoint the Auditor to audit the CAFE's financial records and prepare a report for the following year's AGM.
- i. Activities may include constitutional amendments, which are binding immediately if passed by a majority of registered members.

5. Directors

5.1.

- a. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of five directors. There shall be no less than five and no more than 12 directors of the Corporation. 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 at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members 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 need not be members.
- b. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his 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.

5. 2. Election Procedure:

- a. The Directors will be elected at the Annual General Meeting by receiving a greater number of votes than other candidates by those members registered for the AGM. All candidates must be registered for the AGM.

- b. Candidates may be nominated by themselves or others.
- c. Short speeches may be given by each candidate, followed by a short question and answer period. Elections shall be conducted by secret ballot, to be overseen by an impartial observer to be agreed upon by all candidates.
- d. In the event of a candidate desiring re-election for an undisputed position, a vote of continued confidence will be conducted, overseen by an impartial observer agreed upon by all candidates, to determine if the individual shall remain in position.
- e. The Directors will fill or appoint vacant positions as needed. The President will assume any remaining positions.
- f. Transfer of power will take place immediately following the AGM.
- g. Outgoing Board members shall be highly encouraged to attend the next 2 meetings.
- h. Vacant positions between AGMs can be appointed by majority vote of Directors.
- i. Directors shall serve for a one-year term unless removed from office as per Article

5.3. Removal from Office

- a. Any Director absent for two consecutive meetings will be deemed to have resigned, unless a satisfactory reason is communicated to the Directors at least 24 hours prior to each meeting.
- b. A Director shall be subject to dismissal for continued incompetence or willful negligence of duty.
- c. The President shall investigate cases of a) or b) above and draw up a list of charges against the Director in question. This list will be presented to him/her no later than 14 days prior to a general meeting. Failure to settle the situation will result in a vote for dismissal at the next general meeting, requiring a 2/3 majority to pass.
- d. The members of the Corporation may pass a resolution to remove a Director at any general meeting. The resolution must pass by a 2/3 vote of members.

6. Directors' Meetings

6.1. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. 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. Decisions shall be made by majority vote.

6.2. A majority of directors in office, from time to time, but no less than two directors, 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.

6. Officers

6.1. The officers of the corporation shall be a president, vice-president, secretary and 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. Officers need not be directors, nor members.

6.2. Officers of the corporation shall be appointed by resolution of the board of directors at any meeting.

6.3. The officers of the corporation shall hold office for 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.

DUTIES OF OFFICERS

6.4. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

6.4. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

6.5. 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 or 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. He 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 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. He shall also perform such other duties as may from time to time be directed by the board of directors.

6.6. The secretary, when in attendance, 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. The secretary 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, under whose supervision the secretary shall be.

6.7. 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.

6.8. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

7. Finances

7.1. The President and Treasurer will be signing officers for the CAFE's fiscal affairs and hold the CAFE's bank account. The Treasurer will maintain a chronicle of all transactions. An Auditor will be appointed at the AGM to review the chronicles and prepare a report for the following year's AGM. The treasurer will prepare a financial report, both written and oral, for the Annual General Meeting. The preliminary budget for the year shall be laid out by the AGM, but shall be under review throughout the year. An auditor must audit the annual financial statements of the CAFE and report to the members at the AGM on whether the financial statements are fairly presented in accordance with generally accepted accounting principles.

8. Amendments

8.1. Amendments to the bylaws may be proposed at general meetings or through discussion on the CAFE's electronic forum.

8.2. A written copy of an amendment must be presented by any Director.

8.3. Two-thirds of members must approve the changes for ratification within one week of notification.

8.4. The constitution may also be amended at the Annual General Meeting through support of a majority of registered members.

8.5. No repeal or amendment relating to the requirements of subsection 155(2) of the Canada Corporations Act shall be enforced or acted upon until it has received the approval of the Minister of Industry.

9. Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the CAFE. The seal shall be the in the custody of the President.

10. Execution of Documents

The President can sign on behalf of the corporation for the execution of documents.