



## IRANIAN WOMEN'S ORGANIZATION OF ONTARIO BY-LAWS

Updated 2023

**By-law** relating generally to the transaction of the affairs of the Iranian Women's Organization of Ontario, a corporation without share capital incorporated under the Ontario Corporations Act, Ontario Corporation Number 806247, (IWOO).

### DEFINITIONS

In these By-laws, unless the context otherwise requires:

**“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 regulations that may be substituted, as amended from time to time;

**“Board”** means the Directors acting as authorized by the Articles and these By-laws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;

**“Board Resolution”** means:

- a. a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
- b. a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;

**“By-laws”** means these by-laws of the Corporation, as amended from time to time;

**“Chair”** means the individual appointed or elected to the office of the Chair in accordance with these By-laws;

**“Corporation”** means Iranian Women’s Organization of Ontario or such other name by which the Corporation becomes known if it changes its name in accordance with the Act and these By-laws;

**“Directors”** means those individuals who are, or who subsequently become, directors of the Corporation in accordance with these By-laws, and who have not ceased to be directors of the Corporation;

**“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet- based technology or other communication facility or medium, that:

- a. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
- b. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;



**“Meeting of Members”** means any annual general meeting and any special meeting of Members;

**“Members”** means the members of the Corporation;

**“Ordinary Resolution”** means:

- a. a resolution passed by a simple majority of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these By-laws;

**“By Electronic Means”** by Electronic Means in accordance with these By-laws; or

- a. a combination of votes cast at a meeting of the Members and by Electronic Means; or
- b. a resolution consented to in writing by all of the Members entitled to vote on such matters;

**“Person”** means an individual, legal personal representative, corporation, society partnership, trust, trustee or other entity or organization;

**“Public Accountant”** means a Person with the qualifications described in section 180 of the Act who is appointed in accordance with these By-laws or otherwise under the Act;

**“Registered Address”** of a Person means the address of that Person as recorded in the Register of Members or Directors, as the case may be, and will, if provided by that Person, include that Person’s facsimile number and electronic mail address; and

**“Secretary”** means the individual, if any, appointed or elected to the office of the secretary in accordance with these By-laws;

**“Special Resolution”** means:

- a. a resolution passed by at least 2/3 of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these By-laws, by Electronic Means); by Electronic Means in accordance with these By-laws; or a combination of votes cast at a meeting of the Members and by Electronic Means: (1) of which the notice required by these By-laws has been given; or (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than the required period of notice has been given, which notice must in each case include the text of the resolution; or
- b. a resolution consented to in writing by all of the Members entitled to vote on such matters.;

**“Treasurer”** means the individual appointed or elected to the office of the treasurer in accordance with these By-laws; and



“Vice-Chair” means the individual, if any, appointed or elected to the office of the vice- Chair in accordance with these By-laws.

#### **HEAD OFFICE**

1. The head office of IWO shall be in the City of Toronto in the Province of Ontario. The Directors may, from time to time, determine the specific location of the head office.

#### **FISCAL YEAR**

2. The fiscal year of IWO shall begin on May 1 of each year and end on April 30 of the following year.

#### **MISSION**

3. The objectives of the Iranian Women's Organization of Ontario are as follows:
  - a. to provide support to women and their families;
  - b. to improve social, economic, cultural and educational opportunities for Iranian women and their families and their more effective integration into the Canadian society;
  - c. to promote solidarity among women;
  - d. to facilitate participation of women in various domains of socio-economic life;
  - e. to provide a platform for profiling of the artistic, literary, and entrepreneurial accomplishments of women and their families;
  - f. to provide mentorship opportunities for Iranian and other Farsi-speaking newcomers;
  - g. to engage with individuals and institutions to share and promote best practices for putting an end to domestic violence against women and provide services for survivors of domestic violence;
  - h. to facilitate access to resources to improve mental health and build resilience among Iranian and other Farsi-speaking women and their families;
  - i. to promote and protect equal rights for all genders and across different age groups;
  - j. to promote respect for inclusion and diversity (including but not limited to racial, ethnic, linguistic, cultural, religious, and political diversity);
  - k. to collaborate with other not-for-profit organizations, the private sector, and government agencies with similar mandates;
  - l. to promote community building, charitable work, volunteerism and mentorship;
  - m. to facilitate and encourage civic engagement.



## **MEMBERSHIP**

The Members are comprised of those Persons who are members of the Corporation on the date these By-laws came into force and those Persons who become members of the Corporation in accordance with these By-laws and, in each case, who have not ceased to be Members.

**4. IWO membership is as follows:**

- a. regular (voting) Members shall include Any individual having an interest in the advancement of women and their families; and
- b. associate (non-voting) Members shall include Any other individual who can reasonably be seen to have a significant interest in women and their families, as approved by the Board of Directors;
- c. honorary (non-voting) Members may be appointed by the Board of Directors.

**Membership fees**, if any, may be determined, from time to time, by the Board.

**5. Regular Members in good standing and who have paid the membership fee, if applicable, are entitled to:**

- a. attend any meeting of members of IWO;
- b. participate in the discussions or debates at any meeting of members of IWO;
- c. vote at any meeting of members of IWO;
- d. vote in the election of members of the Board of Directors; and
- e. enjoy other advantages or services that IWO may make available to Members.

**6. Associate and Honorary Members are entitled to:**

- a. attend any meeting of members of IWO;
- b. participate in the discussions or debates at any such meeting;
- c. enjoy other advantages or services that IWO may make available to Members.

**7. Every Member will, at all times, comply with the Constitution, these By-laws and any policies of the Corporation adopted by the Directors from time to time, as amended from time to time.**

**8. Membership in the Corporation is not transferable.**

**9. A Member may be disciplined or expelled by a Board Resolution.**

The Board must send to the Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.

The Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Board respecting the proposed expulsion or discipline.

10. Expulsion of a Member requires a Resolution passed by a two-thirds majority vote of the Board of Directors present and voting.

## **MEETINGS OF MEMBERS**

11. The annual or any other general meeting of the Members shall be held at the head office of IWO or elsewhere in Ontario as the Board may determine and on such date as the Board shall designate. The annual general meeting shall be held within 6 months of the end of IWO's fiscal year.
12. At every annual general meeting, in addition to any other business that may be transacted, the report of the President, the financial statements and the report of the auditors shall be presented; auditors for the upcoming year shall be appointed.
13. The Board or the President or Vice President shall have the power to call at any time a special meeting of the Members.
14. Notice of the time and place of the annual general meeting or special meeting of the Members shall be sent to each Member by prepaid mail, e-mail, or facsimile transmission at least ten (10) days before the time fixed for holding such a meeting. Business for which no adequate notice has been given shall not be transacted unless 75% of the Regular Members are present at the meeting, and the President or her delegate consents.
15. A quorum for the transaction of business at any meeting of the Members shall consist of at least ten (10) Regular Members present in person.
16. Any meeting of IWO or of the Board of Directors may be adjourned and rescheduled for another time. The business on the agenda may be transacted at the rescheduled meeting as might have been transacted at the original meeting. No notice shall be required for such rescheduled meeting. Adjournment may be made notwithstanding that no quorum is present.
17. At any meeting called, each Regular Member present shall be entitled to one vote. A Regular Member who is absent (the "Absent Member") may also vote by proxy by submitting a vote through another Regular Member who is present (the "Present Member") at the meeting, but the Present Member may only submit votes for a maximum of two Absent Members. An Absent Member may also submit his or her vote electronically if and when an electronic voting system is available.
18. At all meetings of Members every question shall be decided by a majority of the votes of the Regular Members present and voting, unless otherwise required by applicable By-laws or By-law. Every question shall be decided in the first instance by a show of hands. Upon a show of hands, every Regular Member shall have one vote, and a declaration by the Chair of the meeting (who shall be the President or her designate) that a resolution has been carried or not carried and an entry to that effect in the minutes of IWO shall be admissible in evidence as prima facie proof of the fact without proof of the

number of proportions of the votes recorded in favour of or against such resolution. In the case of a tie, the resolution fails.

## **BOARD OF DIRECTORS**

- 19.** The Board of Directors shall manage the affairs of IWO. IWO's Board of Directors is operational by nature.
- 20.** The Directors may exercise all the powers and do all the acts and things that the Corporation may exercise and do:
  - a. unless such authority is required by these By-laws or otherwise at law to be exercised by the Members; and
  - b. provided that any such exercise of authority is subject to all laws affecting the Corporation and these By-laws.
- 21.** No rule, made by the Corporation in a Meeting of Members, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 22.** No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 23.** The Board is composed of no less than seven (7) and no more than nine (9) Directors, each of whom will be elected by the Members in addition to four non-voting substitute members, including the immediate past president who shall be non-voting.

\*Appointee - a person appointed at the discretion of the Board to ensure membership representation or perspective; the appointee becomes a voting member of the Board of Directors. The appointment shall be made, if at all, after the most recent election of the Board of Directors, shall expire at the time of any subsequent election of Directors, but may be renewed thereafter by the new Board.

\*All Board members shall have active membership at the time of election and thereafter for the duration of their service on the Board.

\*In electing Board members, strong preference shall be given to candidates with a demonstrated record of not-for-profit board membership, leadership, or other volunteering experiences.

- 24.** The position of a Director shall be vacated if the Director:
  - a. becomes bankrupt or is declared insolvent;
  - b. becomes of unsound mind;
  - c. resigns office by notice in writing to IWO;
  - d. ceases to be eligible as a Regular Member of IWO provided that in this case, the Director may continue in office until a replacement has been appointed by the Board or elected;

- e. fails to attend three (3) meetings of the Board of Directors in a given year, unless the absences are excused by the President or her designate;
  - f. fails to abide by these By-laws, other IWO's policies, or the law.
- 25.** Any resigning Director shall provide a thirty-day resignation notice to the Board. The Board will review the notice at its next regular meeting and may approve the resignation upon full receipt of all corporate property (documentation, information, equipment and assets). The resigning Director shall attend one last Board meeting in-person (or remotely if the meeting is virtual) and respond to all information queries that the Board may have.
- 26.** Termination of Board membership under Section 25(E) and 25(F) requires the vote of a 2/3 majority of the Directors.
- 27.** No employee of IWO may be a Director.
- 28.** No Director shall receive remuneration for acting as such, but IWO may compensate them for certain expenses under exceptional circumstances and with prior approval of the Bboard.

#### **TERM OF OFFICE**

- 29.** Each Director is elected for a 2 (two)-year term, with a maximum of 6 (six) continuous years on the Board, inclusive of all positions, subject to an extension of 1 (one) 2 (two)-year term, in exceptional circumstances to be determined by the Board of Directors.

\*In the case of the President, the above-mentioned extension shall be for 2 (two)-year terms.

\* The maximum length of presidency shall not exceed 6 (six) continuous years under any circumstances.

#### **OFFICERS**

- 30.** The officers of IWO are the President, up to two Vice-Presidents, the Secretary and the Treasurer and they shall constitute the Executive Committee of the Board.
- 31.** The President or her delegate shall:
- a. Preside at all meetings of the Members of IWO and of the Board. At these meetings, the President shall only vote in the event of a tie;
  - b. Subject to the authority of the Board, exercise general supervision over the affairs and business of IWO;
  - c. Together with the Secretary or other officer appointed by the Board for that purpose, sign all By-laws;
  - d. Be an ex officio, non-voting member of all committees (except the Executive);
  - e. Perform such other duties as may from time to time be determined by the Board.

- 32.** During absence or inability of the President, the President's duties and powers may be exercised by either of the two Vice Presidents or by such other Director as the Board may, from time to time, appoint as the President's delegate with the nomination of the President. The duties of Vice Presidents and the President's delegate shall be such as the Board or the President may assign or delegate and may include presiding over standing committees of IWO.
- 33.** The Secretary shall:
- be responsible for the recording of all facts and minutes of all proceedings in the books kept for that purpose;
  - be responsible for ensuring that all notices required to be given to Members or to the Directors are duly given;
  - be responsible for ensuring that all books, papers, records, contracts and other documents belonging to IWO are kept in proper custody and not delivered up without authorization by a resolution of the Board;
  - perform such other duties as may, from time to time, be determined by the Board.
- 34.** The Treasurer shall:
- ensure that full and accurate accounts of all receipts and disbursements of IWO are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of IWO in such bank or banks as may from time to time be designated by the Board;
  - supervise inclusively the disbursement of the funds of IWO under the direction of the Board, and provide an account of all IWO's financial transactions, and of the financial position of IWO to the Board at its regular meetings or upon the Board's request; and
  - take full responsibility for filing taxes and facilitate annual audits;
  - perform such other duties as may, from time to time, be determined by the Board.
- 35.** Any of the duties of the President, Vice-President, Secretary or Treasurer may, with the consent of anyone on the Executive Committee, be assigned by the Board to any of IWO's other Directors.

## **COMMITTEES**

- 36.** The Board may appoint such Committees as it, from time to time, considers advisable. Unless authorized under Section 36, no Committee shall have the power to act for or on behalf of IWO or otherwise commit or bind IWO to any course of action. Committees shall only have the power to make recommendations to the Board.
- 37.** Each Board member must be Director of at least one Committee. Members of Committees shall be appointed by the Board and shall hold office at the discretion of the Board. Committee members shall be Regular Members of IWO.



38. Each Committee is accountable to the Board and shall submit such reports as the Board may, from time to time, request.

#### STANDING COMMITTEES

39. The President, Vice President(s), Secretary and Treasurer shall collectively constitute IWO's Executive Committee, chaired by the President. The Executive Committee shall be authorized to act for the Board in dealing with any matter delegated to it by the Board. In any decision-making by the Executive Committee, the President has a vote, but in the event of a tie vote, the issue shall be sent to the Board. Every Committee shall have terms of reference as approved by the Board of Directors.

40. General Statement Applied to All Committee's:

- a. Each Committee must have a mission and vision aligned with IWO's overall mission.
- b. Each Committee is required to ensure that IWO's programs are delivered in a manner consistent with IWO's mission, objectives, values, By-laws and policies and that they meet the needs of IWO's members;
- c. The Director of each Committee is responsible to provide a progress report to the Board of Directors at each Board meeting;
- d. Each Committee must have an annual plan to be set by its members under the leadership of its Director. The annual plan should be achieved by the end of the fiscal year and followed by a new plan for the next year.

41. The Standing Committees of IWO shall be:

- a. **Executive.** (as described in Section 38).
- b. **Art and Culture.** The purpose of this Committee is to help keep the Iranian art, literature, and culture alive and vibrant for the Iranian Canadian community especially for the younger generations.
- c. **Entrepreneurship.** The main purpose of this Committee is to increase the knowledge of the Iranian Canadian women and their families about entrepreneurship opportunities and workplace demands in Canada.
- d. **Events.** The purpose of this Committee is to plan and organize various kinds of events in line with IWO's mission and objectives.
- e. **Finance & Grants.** The purpose of this Committee is primarily to research potential sources of revenue and funding, prepare, review, evaluate and submit grant proposals, and oversee the financial health of the Organization.
- f. **Legal.** The purpose of this Committee is to ensure IWO's compliance with all By-laws and applicable law and facilitate access to justice for all IWO members through general legal education.

- g. **Mental Health and Wellness.** The main purpose of this Committee is to increase awareness about the importance of mental health as well as wellness in daily life, while reducing the stigma surrounding mental illness in our communities.
- h. **Public Relations.** The purpose of this Committee is to create awareness about IWO and its services, projects and activities, and in doing so, promote the values and work of the Organization.
- i. **Volunteers and Membership.** The purpose of this Committee is to reach out to the community, recruit, maintain and oversee volunteer resources, expand IWO's membership, and to provide engagement opportunities for the Iranian community.

42. The Executive Committee shall be responsible for:

- a. the organization and functioning of the Board Committees;
- b. scheduling of Board meetings and setting meeting agendas;
- c. overseeing the day-to-day operations of IWO;

43. The Executive Committee shall be responsible for:

- a. the organization and functioning of the Board Committees;
- b. scheduling of Board meetings and setting meeting agendas;
- c. overseeing the day-to-day operations of IWO;
- d. overseeing the responsibilities and activities of the Executive Director, if any.

#### **METINGS OF THE BOARD**

44. Full mission and responsibilities of other Committees are detailed in the Annex to this By-law.

45. A majority of the Board shall form a quorum for the transaction of business.

46. The Board may hold its meetings at the Head Office of IWO or at any such place or places or in any manner as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if, before or after such meeting, those absent waive notice. Meetings of the Board may formally be called by the President, a Vice President or any two Directors or by the Secretary on direction of any of the foregoing. Notice of such meetings shall be delivered, telephoned, e-mailed, faxed or mailed to each Director at least five (5) days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of IWO.

47. The Board may consider or transact any business, either special or general, at any meeting of the Board.

48. Questions arising at any meeting of the Board shall be decided by a majority of those present entitled to cast a vote, provided there is quorum. The Chair of the meeting shall not have a vote except in the

case of a tie. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **ELECTION OF BOARD AND EXECUTIVE**

49. The Board of Directors shall be elected at the Annual General Meeting.
50. All Regular Members are entitled to vote for all Board Directors.
51. Candidates with the greatest number of votes shall fill each respective designated position; members-at-large are elected thereafter, in order of number of votes received.
52. At the first Board meeting following the Annual General Meeting, the Directors shall elect from among themselves a President, up to two Vice Presidents, a Secretary and a Treasurer.
53. Vacancies on the Board may be filled by appointment of the Board for the duration of the term.

#### **EXECUTION OF CONTRACTS**

54. Contracts shall be entered into on behalf of IWO by any two of the following persons: President, Vice President or Secretary, or by any persons authorized by the Board.
55. Any two of the President, Vice President, Treasurer or any persons from time to time designated by Resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of IWO in its individual capacity or otherwise and may accept in the name and on behalf of IWO transfers of shares, bonds or other securities from time to time transferred to IWO and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
56. Notwithstanding any provisions to the contrary contained in the By-laws of IWO, the Board may at any time by a Resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of IWO may or shall be executed.

#### **TRUSTEES**

57. The Board may, by resolution, appoint trustees to hold the property of IWO in trust for IWO and may determine the terms of any such trust. Any person authorized by the Board to do so may execute any such trust agreement on behalf of IWO. Former presidents could be invited to be a member of Trustees. These members of Trustees will be invited to the Board meetings as consultant with no voting right.

### **BOOKS, RECORDS AND REPORTS**

58. The Board shall assign a member to review and ensure that IWOO keeps all necessary books, records and reports as required by the law. The Executive Committee shall have access to all the books, records, reports, cheques, ETC.
59. All cheques, bills of exchange or other negotiable instruments evidencing payment to IWOO may be endorsed for deposit with IWOO's bankers by a person or persons authorized to make such endorsements by the Treasurer and the President, or by either of them and any other officer of IWOO. Authority to sign cheques within specified limits respecting particular projects may also be delegated by the Board to any other two or more persons.
60. Any person or persons authorized by the Treasurer and the President or by either of them and any other officer of IWOO may arrange, settle, balance and certify all books and accounts between IWOO and its bankers and may receive all cancelled cheques and vouchers and sign all bank forms and settle accounts between IWOO and its bankers.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

61. The securities of IWOO, if any, shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only pursuant to a written direction signed by the Treasurer and the President, or by either of them and any other officer of IWOO.
62. The direction shall indicate the purposes for withdrawing the securities and designate the person or persons who shall be custodian of the security.

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

63. Except with respect to willful misconduct or criminal activities, all Directors or officers and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of IWOO, from and against: All judgments, awards, costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and All other costs, charges and expenses that such person sustains or incurs in or about in relation to the affairs of IWOO, except such costs, charges or expenses as are occasioned by such person's willful neglect or default.

### **EXECUTIVE DIRECTOR**

64. The Board may hire an Executive Director who shall be accountable to the Board.
65. The Executive Director shall sit as a non-voting member of the Board of Directors and shall be entitled to partake in all discussions except when the President determines that a conflict of interest exists.

66. The Executive Director has day-to-day responsibility for carrying out IWO's goals and objectives. The Executive Director will attend all board meetings, report on the progress of IWO's activities, answer questions of the Board members and carry out the duties described in the job description.

#### **AMENDMENTS**

67. By-laws and amendments to them may be proposed at a regular or special members' meeting. By-laws and amendments require a 2/3 majority of those present and entitled to vote, provided there is quorum.
68. The Members must be notified by the President of proposed amendments to the By-laws at least 10 days prior to the meeting. This notice requirement will be satisfied by normal methods used to communicate with the members, and shall contain a summary of the proposed amendments.

#### **CONFLICT OF INTEREST**

69. In the event that any Director has a conflict of interest that might limit the Director's fair and impartial participation in Board deliberations or decision-making, the Director shall inform the Board of the possible conflict. If the circumstances warrant nonparticipation, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform the Board's decisions. Conflict of interest shall include but shall not be limited to any transaction by or with IWO in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgement or otherwise act in the best interests of IWO.
70. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director belongs, has a personal interest that may be seen as competing with the interests of IWO. Any Director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter, and the Board shall make the final determination as to whether the Director has a conflict of interest in the matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the affected Director.
71. Notwithstanding the above, IWO's policy on conflict of interest shall guide any such determination.