

agreed to self-regulation for a two-year period. "First Choice Pay-TV's programming already clearly violates those recommendations. We are simply urging the C.R.T.C. to apply the recommendations of its own Task Force to Pay-TV", stated NAC's Pat Hacker.

Many Canadians rely on home entertainment. For many, First Choice will be the only Pay-TV channel to offer first-run movies. If they do not want pornography, "first choice" means "no choice".

Studies by researchers, including Dr. Edward Donnerstein of the University of Wisconsin, and Dr. Neil Malamuth of the University of Manitoba, have clearly established that pornography leads to misogyny and to violence against women. Bringing pornography into the nation's living rooms will make it appear more normal and acceptable, and therefore much more dangerous.

NAC and other women's groups are organizing a public meeting on pornography and Pay-TV February 17th, at 7:30 p.m., at City Hall Council Chambers (Toronto). This meeting will be followed by an all-day symposium in March, also at Toronto City Hall.

NAC is urging women to write to Francis Fox, Minister of Communications, calling for the removal of pornographic images from Pay-TV, and is also suggesting that Canadians boycott Eaton's stores. Eaton's is a major shareholder in the production company which will make pornographic films for First Choice.

"Write to Eaton's and tell them why you will no longer do business there", NAC urged the women of Canada. They also urged that the Royal Bank, which is providing funding to First Choice, should not be patronized.

The National Action Committee on the Status of Women is an umbrella organization of 230 women's groups working for the improvement of the status of women in Canada.

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For further information: Pat Hacker: 416- 694-1072  
Jillian Ridington: 604- 738-0395



Canadian Congress for Learning Opportunities for Women



congrès canadien pour la promotion des études chez la femme

Board Agenda

February 5, 6, Chelsea Inn, Toronto

A social get-together will be held in the Austen Room at the Chelsea on Friday Evening, Feb. 4.

	<u>Reference Sheet</u>	<u>Projected Time Frame</u>
1. Previous Board Minutes		
2. Business Arising from Board		
a) Hiring Fund-Raiser	BAB 1	
b) Committee Appointments	BAB 2	
3. October Executive Minutes		Saturday morning
4. Business Arising from Executive		
a) Policy Manual	BAE 1	
b) Susan's Time	BAE 2	9-12
c) Thank you to Dorothy	BAE 3	
d) Ottawa Board Meeting	BAE 4	
5. President's Report		
6. Treasurer's Report		
7. Coordinator's Report		
----- LUNCH -----		
8. Committee Meetings	<i>(Social Issues)</i>	Sat. 1:30-3:30 p.m.
9. Committee Reports		
a) Skills Bank Ctte.	CR 1	Sat. 3:45-5:00 p.m.
b) Others	CR 2	
----- SUPPER -----		
10. Provincial Reports	PR 1	Sat. 7:00 - 9:00 p.m.
11. Job Descriptions	NB 1 previous info.	Sun. 9:00 - 12:00 a.m.
----- LUNCH -----		
12. Other New Business		
a) NAC Annual Meeting	NB2	
b) CRIAW Conference	NB3	
c) Women and Constitution Conf.	NB 4	Sun. 1:30 - <del>5:00</del> <sup>4:00pm</sup> p.m.
d) Paper - Pd. Educational Leave	NB 5	<i>(Lynn Wilkins) Task Force on Paid Ed Leave</i>
e) Therese Casgrain Foundation	NB 6	

*President's Report - February 5, 1983*

On reviewing CLOW's activities since we last met in June, it appears to me that we have made some important strides forward as an organization.

The contacts and public profile we achieved at the national, provincial, and local levels, as a result of the Micro-tech Conference and pre-conference educationals have born fruit. Women and other decision makers are increasingly aware of the impact of micro-technology on women's lives. Women's organizations are aware of the benefits of working together on a common project.

The lobbying we engaged in for the Education Ministers' Conference on Post-Secondary Education resulted in CLOW being asked to participate in the conference as a reactor to the panel on "Access". Thanks to Susan for her article in "WOMEN'S EDUCATION DES FEMMES". My report will be available at a later date. Susan also prepared a background information paper for this conference that is available from the office. It has important information for lobbying purposes at the provincial level.

Congratulations to Susan and Lori for the newsletter, "WOMEN'S EDUCATION DES FEMMES". The format is attractive and readable. Again, this is a tool that could be used at the local level for membership recruitment purposes. The report on my trip to the International Exchange Seminar at the National Women's Education Centre (NWECC) in Japan is now available from the office. I am extremely pleased that Status of Women Canada provided the travel funds



for this trip. This was an unusual step for them. I believe they responded to our request because of the work CLOW does is being recognized as valuable at the National level.

I was invited to participate as a panelist at the first Occupational Projections Conference in Ottawa in January, 1983. Regretably, because of work commitments, I was unable to attend. Again, I see this as recognition of our work. There were few women presentors at this conference. We will lobby CEIC for more women to be represented at next year's COPS Conference. Fortunately, Susan was able to attend and will be able to give you more details about the conference proceedings.

Lynn Wilkinson, Director of the Federal Task Force on Paid Educational Leave, has asked CLOW to present a technical paper to the task force. This is an extremely important initiative that should have far ranging implications. We will watch the results closely. I am pleased that she will be joining us on Sunday to provide us with further information.

Along with national recognition, comes the double edged sword of being in the public eye. For this reason, I believe it is extremely important for us to seriously evaluate our organizational structure. One step that will help us do this is being addressed by developing job descriptions for us as Board members and for the staff. The fuller use of our committees during board meetings should help in this process as well. Our new president-elect, Lieba Aronoff, is a very organized woman. Her input to this process will be extremely helpful.

This next year should be exciting. We have an important job to do.

*Coordinator's Report*

We can be proud of numerous accomplishments over the past several months.

A great deal has happened since the last Board meeting, some of which Lenore has mentioned in her report. I have appended a list of my major activities to give you a sense of the flavour and scope of the work I have been doing.

The national profile of the organization has risen greatly and with it the workload and responsibility of the national office. We have been extremely fortunate to have an OCAP (Ontario Career Action Plan) trainee placed with us full-time since December. Without Joyce Devouge's help we could not have coped. Joyce will be leaving us in March. We hope to replace her with another trainee.

I am very gratified by the recognition CLOW is getting, but I am concerned that our increased profile has not been accompanied by an increase in membership, funding, or volunteer work at the National level. These issues will be discussed at various points during the board meeting and will be addressed by the membership and funding committees in their reports, as well as during the discussion of job descriptions. I am concerned about the organization's ability to sustain the present level of activity and develop new ventures. I hope we can develop some useful ideas, as staff time is not sufficient to take on very much more.

My Report

Microtech Conference Follow-up has included:

- Meetings in Ottawa
- Finances
- Proceedings
- Evaluation

2. WOMEN'S EDUCATION DES FEMMES

- writing
- planning
- editing

3. Education Ministers' Conference meant writing:

- a background paper
- assisting Lenore with her speech
- attendance at conference

4. Meetings included

- students, volunteers, members
- consultation with members regarding Skills Bank
- treasurer, bookkeeper, mini-executive regularly
- visiting dignitaries: Krishna Mal *- Metia*  
Aida Villaflor *- Phillipine*  
Sally Westwood *- England*
- Non-traditional Committee
- Human Rights Consultation
- Info-mart (publicity potential)
- Linda Fischer (Telidon project)
- Executive (various issues)
- Skills Bank Committee - operations and mandate
- NAC Ad Hoc (Constitutional Activities and Planning)
- Lyse Blanchard - Status of Women and Ottawa happening
- CEIC (NEED National T. A. & Contract Compliance)
- Secretary of State (Funding application)
- Judy Erola (NEED and A.B.E. concerns)
- Staff meetings (operations)
- World Literacy of Canada (administration matters and A.B.E. project)
- Shelagh Wilkinson (Newsletter Subscriptions)
- Magda Seydegart ( Human Rights and Constitution)

- Mary Corkery (Funding Committee)
- O.C.A.P. interviews
- C.A.A.E. Annual Meeting
- Lynda Ryan-Nye (Funding Committee)
- Renate Krakauer (Funding Committee & Micro-tech)
- Health and Welfare Canada (A.B.E.)
- Audrey Swail (planning - Ontario Network)
- Globe & Mail reporter
- Marg Denis
- Marlene Kadar (Newsletter article)
- Pat Hacker (NAC Ad Hoc)
- Pat Webb (Ottawa Network)

#### Reports

- Secretary of State Women's Program
- Education Ministers
- Financial Assessments
- Outreach
- Proposal for Paid Education Leave

#### Other Activities

1. President - Elect Nominations
2. Job description package for Board
3. Policy Manual
4. Board package
5. Preparation for spring elections
6. Skills Bank requests
7. Letter to Axworthy regarding contract compliance
8. Attendance - COPS
9. Arrangements for Lenore's meetings in Ottawa



FINANCIAL ASSESSMENT to end of Fiscal Year - 1982-1983.

Expenditures to end of December, 1982 and Projections to March 31, 1983.

December 31, 1983

Total Expenses	\$	76,948.99
Total Income		107,773.91
Balance		<u>30,824.92</u>

Projected Expenses to March 31, 1983

January expenses - Includes 2,047.35 of Expenses for February Board Meeting \$ 8,414.75

+

Microtechnology Conference Translation \$ 8,512.53

\$ 16,927.28

Balance 13,897.64

Additional Income Expected to March 31 \$ 7,500.00

Balance \$ 21,397.64

Expenses - February Board (approximately) 4,500.00

Other February Expenses 6,000.00

March Expenses 7,000.00

\$17,500.00

Balance 3,897.64  
(Approximate  
Only)           

Cash-Flow shortage — \$ 25,000 to operate in the period April, May, June /83.



In addition, CLOW has submitted a proposal to CEIC to do a paper on Paid Educational Leave for their task force on the subject. If the proposal (for \$5,000) is accepted, CLOW should be able to retain approximately \$2,000.

Indications are from secretary of State that we should not expect money from them until the end of June at the earliest. We will therefore be facing the same financial pinch as we did last year. This may have implications for our planning of a board meeting and annual meeting in June. It will also mean that Susan's time will have to remain at 4/5.

CLOW Membership - January 10, 1983

MEMBERSHIP CATEGORIES

	<u>REGULAR</u>	<u>HON.</u>	<u>INSTITUTIONAL</u>	<u>STUDENT</u>	<u>MAILING LIST</u>	<u>TOTAL</u>	<u>F*</u>
B.C.	16	1	2	3	2	24	0
ALBERTA	17	0	3	2	1	23	1
SASKATCHEWAN	25	0	3	1	1	30	0
MANITOBA	19	0	3	0	0	22	0
ONTARIO	89	2	23	28	4	146	3
QUEBEC	27	1	5	8	1	42	4
N.B.	4	0	0	0	0	4	1
N.S.	25	0	1	1	0	27	1
P.E.I.	14	0	0	0	1	15	0
NFLD.	6	0	0	1	1	8	1
YUKON	7	0	1	2	0	10	0
INTERNATIONAL					1	1	0
SUB-TOTALS:	<u>249</u>	<u>4</u>	<u>41</u>	<u>46</u>	<u>12</u>	<u>352</u>	<u>11</u>

TOTAL: 352

\* F indicates members who sent in membership forms in French. They receive material in French.

This figure does not indicate the number of CLOW members who are bilingual.



Canadian Congress for Learning Opportunities for Women

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congrès canadien pour la promotion des études chez la femme

January 25, 1983

To: Board Members

From: Susan

RE: Committee Meetings

In order to assist committees in their meetings during the February Board weekend, I have taken the liberty of compiling tentative committee agendas, as attached.

Prior to the Committee meetings, members of the board who are not presently participating in committee work, will be asked to join one of their choosing.

Please feel free to add agenda items to any of the committees if you feel they have been missed.

CLOW COMMITTEE AGENDA'S FOR FEBRUARY 5 & 6 Board Meeting

Membership Committee - Chair: Joan Brown-Hicks  
Members: Mairi Macdonald

- Revamping of Brochure
- Membership Fees 83/84
- Targets and strategies for increasing Membership
- Role of Board members in Increasing Membership

Nominating Committee Chair Mairi Macdonald'  
Members Joan Brown-Hicks

- Approval/ Revision of nomination forms and time schedule for spring elections
- Election of new President-Elect

Publicity Committee Chair Pam Evans  
Members ?

- Promotional Strategy for WEDF subscriptions
- Promotional Strategy for membership
- Promotional Strategy for other publications

Publications Committee Chair Martha Colquhoun  
Member Lenore Rogers

- WEDF - format and content
- CLOW Annual Report - purpose and scope recommendations

Funding Committee Chair Lisa Avedon  
Member Susan Vander Voet

- Review of funding information available
- Recommendations re further information to be gathered

Social Issues Committee Chair ? (Hopefully Sandy Susut)  
Members ?

- Paper for the Task Force on Paid Educational Leave - how do we get it done?
- Does CLOW want to make a presentation on pensions? If so, how do we get it done?
- what follow-up should we be doing on N.T.A. ? *merit*

Skills Bank Committee Chair Leiba Aranoff  
Members Martha Colquhoun, Betty Anne Taylor.

- Review and make recommendations about computerization feasibility study.



No. NB 5

From: Susan

Date: Jan. 24, 1983

Agenda Worksheet

Subject of proposal: Paper on Paid Educational Leave

Background information: CEIC has mounted a Task Force to design implementation proposals for Paid Educational Leave - now to be called Skills Development Leave. The Task Force has offered CLOW a contract to prepare a paper focusing on women's needs for Skills Development Leave. They are particularly interested in having us focus on barriers and on SDL as a basis for Affirmative Action Implementation. *wishes better with mt etc - generic sense*  
They must have the paper by March 15 at the latest.

*I.L.Ow. Conversion 140*

Rationale: This is an important issue for us. We will get paid for it.

*up-dating retirement, up-grading of the work-force*  
*Connie + arewathy chg. by Cabinet*  
*Adams Cox 1978 - Paid-Ed leave*      *(Albany, Ddy Regis Merrill, Fed have had all rec a policy national)*

Proposal: That the paper be done by hiring one or more persons on contract to write pieces of it. I will present a more complete proposal at the Board meeting.

*Hire Jane Adams*  
*+ Connie Taylor can be paid on affirmative action*

Action requested:

- review for information
- evaluation of progress or task
- provide me (us) with recommendations
- submitted for decision
- delegation of responsibility

Is the proposed action within the authority of the groups? yes no

Referred to:	Date:	Final Outcome:	Date:

BY-LAW NO.1

A By-law relating generally to the conduct of the affairs of Canadian Congress for Learning Opportunities for Women - C.C.L.O.W.

1. Corporate Seal

The seal of the Corporation shall be in such form as shall be prescribed by the Directors of the Corporation and shall have the words "Canadian Congress for Learning Opportunities for Women - C.C.L.O.W."

2. Head Office

The Head Office of the Corporation shall be located at the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario at the Place therein where the office of the Corporation may from time to time be situated or at such other place in Canada as may by by-law from time to time be designated.

3. Conditions of Membership

Membership in the Corporation shall be limited to persons and organizations who support the objectives of the Corporation and whose applications for admission as members have received the approval of the Board of Directors.

There shall be six classes of members in the Corporation, namely:

(i) Active Members

Active members shall be individuals whose applications for admission as members have received the approval of the Board of Directors and who have paid the prescribed membership fee. Active members of the Corporation shall have voting rights.

(ii) Life Members

Life members shall be individuals recommended by the Board of Directors and approved by the members of the Corporation at an annual general meeting or special meeting of the Corporation. Life members shall pay no membership fee. Life members shall have voting rights.

(iii) Honorary Members

Honorary members shall be individuals and/or organizations recommended by the Board of Directors and approved by the members of the Corporation at an annual general meeting or special meeting of the Corporation. Honorary members shall pay no membership fee. Honorary members shall have no voting rights.

*for life ?  
or life ?*

(iv) Sustaining Members

Sustaining members shall be individuals whose



applications for admission as members have received the approval of the Board of Directors and who have paid the prescribed membership fee. Sustaining members shall have voting rights.

*difference between active & sustaining?*

(v) Organization/Agency Members

Organization/Agency members shall be members of the Corporation whose application for admission as members have received the approval of the Board of Directors and who have paid the prescribed membership fee. Organization/Agency members shall have no voting rights.

(vi) Associate Members

Associate members shall be individuals whose application for admission as members have received the approval of the Board of Directors and who have paid the prescribed membership fee. Associate members shall have no voting rights.

4. The membership of a member of the Corporation shall not be transferable and ceases to exist upon her death or when the period of her membership expires. ?

5. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Executive Director of the Corporation.



6. Board of Directors

The affairs of the Corporation shall be managed by a Board of no fewer than 15 Directors each of whom shall, within ten days of her election and throughout the term of her office, be an individual member of the Corporation in good standing.

7. The Board of Directors shall consist of:

- (1) The President of the Corporation;
- (ii) The Past President of the Corporation
- (iii) The President-elect of the Corporation.
- (iv) One representative of each Province or Territory elected by the voting members of the Corporation in that Province or Territory.
- (v) Person or persons appointed by the Board of Directors as representatives of any Provinces or Territory which has no voting members in that Province or Territory.

Give this man  
a job. There has  
to someone from  
N.W.T.?

(board ??)

8. The President-elect of the Corporation shall be elected by the members of the Corporation prior to the annual general meeting and shall serve as President-elect until the date of the next annual general meeting at which time the President-elect shall assume the office of the President of the Corporation.

8:01 The President of the Corporation shall remain a member of the Board of Directors of the Corporation for one year following her Presidential term in the Office of Past President.

9. The Provincial and Territorial Directors of the Corporation shall be elected or appointed for a term of three years.

10. The office of Directors shall be automatically vacated:

(i) If a Director shall resign her office by delivering a written resignation to the President of the Corporation;

(ii) If she is found to be a lunatic or becomes of unsound mind;

*love it !!*

(iii) If she becomes bankrupt or suspends payment or compounds with her creditors.

(iv) If at a special general meeting of members from the Province or Territory represented by a Director a resolution is passed by three-quarters of the members present at the meeting that she be removed from office.

(v) On death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may by resolution fill the vacancy

with an individual member in good standing or shall call an election of the Members from the Province or Territory where the vacancy exists to fill the vacancy if the next election period is not within ninety days; otherwise such vacancy shall be filled at the next annual election. If there is not a quorum of Directors in office at the date a vacancy occurs, the remaining Directors shall call an election of the members from the Province or Territory where the vacancy exists to fill the vacancy. If a vacancy occurs in the office of President-elect, the Board of Directors shall call an election of the members of the Corporation to fill the vacancy if the next election period is not within ninety days; otherwise such vacancy shall be filled at the next annual election.

*Board the  
have to wait  
a while a  
board meet  
the elec-  
do this?*

11. The Board of Directors shall annually appoint a Nominating Committee composed of not less than two and not more than seven members of the Corporation. The Chairperson of the Nominating Committee shall be a member of the Board of Directors. The Nominating Committee shall submit to the Executive Director a report and nominations for the position of President and Directors for provinces or Territories together with a written consent of each nominee to act as a member of the Board, if elected. The names of any additional nominations for President or Director, signed by two members of the Corporation accompanied by a written consent of the nominee to act if elected. In the case of nominees for Provincial or Territorial Directors, the nominators must be from that province or territory.

15:01 Not more than one-third of the Provincial and Territorial Directors of the Corporation shall be retired annual ) The Provincial and Territorial Directors of the Corporation shall be divided into three groups as follows:

GROUP NUMBER ONE: British Columbia, Saskatchewan, Newfoundland, Quebec.

GROUP NUMBER TWO: <sup>1984</sup> Alberta, North West Territories, Prince Edward Island, Ontario.

GROUP NUMBER THREE: Yukon, Manitoba, Nova Scotia, New Brunswick.

15:02 Group Number One shall be elected for a three year term commencing in 1983; Group Number Two shall be elected for a three year term commencing in 1984; Group Number Three shall be elected for a three year term commencing in 1985.

15:03 TRANSITIONAL RULES

The Provincial and Territorial Directors elected in the years 1981 and 1982/1983 shall be deemed to have a term of Office expiring as follows:

Group Number one: Term expiring at the Annual General meeting in 1983.

Group Number Two: Term expiring at the Annual General meeting in 1984.

*Summer /84.*

Group Number Three: Term expiring at the Annual General meeting in 1985.

12. All nominations shall be submitted to the Executive Director forty days before the date specified for the counting of the ballots.



13. The Executive Director shall place all proper nominations on a ballot and mail same to all voting members in good standing thirty days prior to the date specified for the counting of the ballots.

14. The Executive Director shall act as the election and returning officer for the Corporation. The election shall be completed no later than thirty days prior to the annual general meeting.

15. The election of Directors shall be announced at the annual general meeting and the term of office of a Director will take effect from the date of the announcement.

16. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that five days notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

17. Directors shall not receive any remuneration for their services but by resolution of the Board expenses for their attendance at each regular and special meeting of the Board may be allowed. Any such sum for expenses may be paid to the Directors as they may by resolution determine provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

18. The Directors may exercise all such powers of the Corporation as are not by The Canada Corporations Act or by these by-laws required to be exercised by the Members at general meetings. The Directors shall have the power to elect or appoint the officers of the Corporation who require to be elected or appointed to the Board, nominate auditors for appointment at the annual general

meeting, make expenditures for the purpose of furthering the objects of the Corporation, carry out the policies of the Corporation, including fund raising, propose the operating budget of the Corporation for approval at the annual general meeting, appoint the members of the Executive Committee and the Nominating Committee and such other committees as may be necessary from time to time and to supervise generally the affairs of the Corporation.

19. A majority of the Directors shall form a quorum for the transaction of business at any Directors meeting and each Director present at a meeting shall have the right to exercise one vote.

20. Executive Committee

The Executive Committee shall consist of the following:

- (i) President;
- (ii) Three Provincial or Territorial Directors;
- (iii) Two individual voting members from the City in which the head office is located as recommended by the Provincial or Territorial Director in the Province or Territory in which the head office is located and the Executive Director of the Corporation.
- (iv) President-elect

21. The Executive Director of the Corporation shall be the Secretary to the Executive Committee and shall attend all Executive meetings as a non-voting participant.

22. The Executive Committee of the Board shall assume such responsibilities as the Board of Directors may assign and shall exercise and enjoy such duties, powers

and responsibilities as the Board of Directors may delegate to it from time to time and the members of the Executive Committee shall hold office from the date of their appointment thereto or until their successors are appointed.

23. Meetings of the Executive Committee shall be held at the call of the President or upon request of any two members of the Executive Committee.

24. A majority of the Executive Committee shall constitute a quorum for transaction of all business but in order for there to be a quorum there must be at least two Directors present.

25. Duties of Officers

The President shall be presiding Officer at the annual general meeting, special meetings and meetings of the Board of Directors and the Executive Committee. She shall be an ex-officio member of all committees of the Corporation. She shall represent the Board of Directors between its meetings, report to the Board of Directors on interim actions and be available to staff for consultation on corporation matters. The President may designate any member of the Board of Directors to fulfil her function as Chairperson of meetings of the Corporation.

26. The past President of the Corporation shall assume such duties as are assigned by the Board of Directors or President from time to time and shall retain full voting privileges.

26:01 The President-elect of the Corporation shall assist the President of the Corporation in performing her duties and shall assume such other duties as are assigned from time to time. In the event of a vacancy occurring in the office of the President, the President-elect shall assume the office of the President.

27. The Treasurer, who shall be a member of the Executive Committee, shall be responsible for the receipt, deposit, disbursal and withdrawal of all funds of the Corporation and shall render periodic financial statements to the Board of Directors and the Executive Committee. Before each annual meeting she shall prepare a financial statement and shall submit the same to the Board of Directors for presentation at the annual general meeting of the Corporation. She shall keep an up-to-date list of all members of the Corporation showing the date membership commenced and the last date of payment of fees. She shall collect or cause to be collected all membership fees. She shall perform such other duties as may be imposed upon her by the Board of Directors from time to time and serve as a member of the Executive Committee and other committees of the Board of Directors when requested.

28. The Executive Director shall serve as Secretary to the Board of Directors and the Executive Committee and shall attend all sessions of the Board and all meetings of the Executive Committee and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of the members and of the Board of Directors or President under whose supervision she shall be. She shall be custodian of the seal of the Corporation, which she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

29. Meetings of the Corporation

The annual general meeting of the Corporation shall be held each year at the head office of the Corporation or elsewhere in Canada as the Board of Directors may determine and on such day as the Board of Directors shall appoint and the following items of business shall be dealt with at the annual general meeting:



- (i) The report of the Board of Directors and the ratification or confirmation of by-laws, resolutions as are required to be ratified or confirmed;
- (ii) The financial report and statements for the preceding fiscal year;
- (iii) The appointment of auditors for the ensuing fiscal year;
- (iv) The announcement of the election of the President<sup>-Elect</sup> and the Provincial and Territorial Directors;
- (v) Resolutions with respect to the future policies, priorities and budget of the Corporation as recommended by the Board of Directors;
- (vi) Such other business as is approved by the members.

30. The Board of directors by resolution or the President or the Executive Committee by resolution shall have the power to call at any time a special general meeting of the members of the Corporation.

31. A special general meeting shall also be called if requested by not less than ten percent of the voting members in good standing; provided that the request is made to the President in writing and includes a statement of giving reasons for such meeting.

32. No public notice or advertisement of general meetings, annual or special, shall be required but notice of the time and place of every such meeting shall be given to each member at her/its address as shown on the records of the Corporation by pre-paid post, twenty-one days before the day fixed for the holding of such meeting; provided that the omission to notify any member or the non-receipt of notice by a member or an error in the giving of such notice shall not invalidate the proceedings of such meeting.

33. Fifteen voting members in good standing present in person shall constitute a quorum at any meeting, annual, general or special.

34. Executive Director

The Board of Directors shall appoint an Executive Director and shall establish the duties, responsibilities and remuneration to be paid to her and without limiting the generality of the foregoing, the Executive Director shall be:

- (i) employed under the supervision of the Board of Directors in accordance with personnel policies and practices established by the Board of Directors;
- (ii) normally attend all meetings of the Board of Directors, the Executive Committee and other committees of the Corporation and take part in discussions thereat concerning development of the affairs of the Corporation;
- (iii) be an official representative of the Corporation when so instructed by the Board of Directors or when circumstances require. The Board of Directors may designate a member of the Board of Directors or another member of the staff to exercise the functions of the Executive Director from time to time.

35. Amendment of By-laws

By-laws of the Corporation may be enacted and the by-laws repealed or amended by by-law enacted, 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 of the members at a meeting duly called for the purpose of considering the said by-law shall not be enforced or acted upon until the approval of the Minister has been obtained.

*(is there no way of amendment by the general membership)*

36. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by The Canada Corporation Act or by these by-laws.

37. The financial year of the Corporation shall be March 31st in each year.

38. All books, documents and other records of the Corporation shall be kept at the head office of the Corporation and may be examined by any member in good standing upon giving due notice to the Executive Director.

39. Signature and Certification of Document

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, any Director on the Executive Committee or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

In these by-laws and all other by-laws and special resolutions of the Corporation hereafter passed unless the context otherwise requires the singular shall include the plural and reference to persons shall include corporations, societies, associations and institutions.

The feminine pronoun she used throughout this document refers to both male and female persons.

