

## **OTTAWA VALLEY WEAVERS' AND SPINNERS' GUILD**

### **CONSTITUTION**

#### **1. Name**

The name of the corporation is the Ottawa Valley Weavers' and Spinners' Guild.

#### **2. Head Office**

Until changed in accordance with the Act, the Head Office of the corporation must be in the City of Ottawa, in the Province of Ontario.

#### **3. Object**

The objects of the Guild are

3.1 to encourage its membership to achieve a high aesthetic standard and technical expertise in hand-weaving, hand-spinning and other fibre arts; and

3.2 to promote and foster the knowledge of, interest in, and appreciation of historic and contemporary fibre arts.

#### **4. Operation**

The Guild is a charitable and non-profit corporation which carries out its activities without pecuniary gain to its members and any profits or other accretions to the corporation must be used in promoting its objects..

#### **5. Dissolution**

In the event of the dissolution or winding up of the corporation, it is specially provided that all its remaining assets, after payment of liabilities, must be distributed to one or more recognized charitable organizations in Canada, preferably of like character.

#### **6. By-laws**

The by-laws of the corporation are those attached to this Constitution until repealed, amended or added to.

#### **7. Seal**

The seal, an impression whereof is stamped in the margin hereof, is the seal of the corporation.

## **BY- LAWS**

### **1. Conditions of Membership**

- 1.1. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone
  - 1.1.1. whose application for admission as a member has received the approval of the board of directors of the corporation and
  - 1.1.2. who has paid the dues and fees fixed annually by the board of directors and payable on the first day of the fiscal year set out in article 12.1.
- 1.2. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
- 1.3. Where two or more individuals in one household are otherwise eligible for membership and together pay the family membership fee, then each individual is entitled to all the rights and privileges of membership, except that only one hardcopy of the Newsletter will be distributed to the family.
- 1.4. The board of directors of the corporation may grant honorary life memberships to individuals in recognition of long and extraordinary service or for exceptional work done of an important nature in the fields of weaving, spinning or other fibre arts. Honorary members have all the rights and privileges of full members but are not required to pay fees and dues.

### **2. Members' Meetings**

- 2.1. The annual or any other general meeting of the members must be held at the head office of the corporation, or at any place in Canada that the board of directors determines, and on such day as the board appoints.
- 2.2. At every annual meeting, in addition to any other business that may be transacted, the reports of the officers, the financial statements and the report of the auditors must be presented and auditors must be appointed for the ensuing year.
- 2.3. The members may consider and transact any business, either special or general, at any meeting of the members.
- 2.4. The board of directors, the president or vice-president, at any time, may call a general meeting of the members of the corporation. The board of directors must call a special general meeting of members on written request of 5% or more of the members.
- 2.5. Ten (10) members present in person at a meeting constitute a quorum.
- 2.6. Fourteen (14) days' written notice must be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted must contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the

member, director or officer is the individual's last address recorded on the books of the corporation.

- 2.7. Each voting member present at a meeting has the right to exercise one vote. A majority of the votes cast by the members present and carrying voting rights determines the questions in meetings, except where the vote or the consent of a greater number of members is required by the *Act* or these by-laws.
- 2.8. A member may vote by proxy at a members' meeting, provided that the proxy-holder is a member in good standing present at the members' meeting, and the proxy is in the form attached to the written notice of the meeting sent to all voting members.
- 2.9. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation will invalidate the meeting or make void any proceedings taken in the meeting and any member may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken thereat.
- 2.10. Written notice of the annual or any other general meeting may be given by one or more of the following means:
  - 2.10.1. by mail to individual members;
  - 2.10.2. by electronic means such as e-mail or facsimile to individual members;
  - 2.10.3. by publication in a regular newsletter sent to individual members; or
  - 2.10.4. by written notice posted at a place where members normally congregate;

### **3. Board of Directors**

- 3.1. The property and business of the corporation is managed by the board of directors comprised of the officers described in article 7.
- 3.2. An officer ceases to be a director when the individual holding the office
  - 3.2.1. ceases to be an officer under article 7.4;
  - 3.2.2. is removed from office by a resolution passed by three-quarters (3/4) of the members present at a general meeting called for that purpose;
  - 3.2.3. resigns by delivering a written resignation to the secretary of the corporation;
  - 3.2.4. is legally found to be of unsound mind, becomes bankrupt or suspends payment to or compounds with the individual's creditors; or
  - 3.2.5. dies.
- 3.3. A director serves as such without remuneration and no director may receive, directly or indirectly, any profit from being a director, except that a director may be reimbursed reasonable expenses incurred by the director in the performance of the director's duties.
- 3.4. A retiring director remains in office until the next annual general meeting or until the dissolution or adjournment of the meeting at which the director's retirement is accepted.

### **4. Powers of Board of Directors**

- 4.1. The board of directors of the corporation administers the affairs of the corporation

in all things and makes or causes to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, exercises all such other powers and does all such other acts and things as the corporation by its charter or otherwise is authorized to exercise and do.

- 4.2. The board of directors has the power to
  - 4.2.1. authorize expenditures on behalf of the corporation from time to time;
  - 4.2.2. enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.
- 4.3. The board of directors may take such steps as the board deems requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
- 4.4. The board of directors may appoint agents and engage employees as the board deems necessary from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The agent or employee has such authority and performs such duties as are specified by the board at the time of the respective appointment.
- 4.5. Remuneration of an agent or employee may be fixed by the board of directors by a resolution that has force and effect only until the next meeting of the members when the resolution must be put before the members for confirmation. In the absence of confirmation by the members, the remuneration to the agent or employee will cease to be payable from the date of the meeting of the members.

## **5. Board Meetings**

- 5.1. There must be at least one (1) meeting per year of the board of directors. Meetings of the board of directors may be held at any time and place determined by the directors, provided that 48 hours written notice of such meeting is given, other than by mail, to each director. Notice by mail must be sent at least 14 days prior to the meeting. 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 invalidates the meeting or make void any proceedings. A director may at any time waive notice of a board meeting and may ratify, approve and confirm any or all proceedings.
- 5.2. Written notice of meetings of the board of directors may be given by electronic means, such as e-mail or facsimile, and the board may hold meetings by teleconference or other electronic means that permit the directors to adequately communicate with each other.
- 5.3. Each director is authorized to exercise one (1) vote.
- 5.4. A majority of directors in office on the date of the meeting constitute a quorum for the meeting of the board of directors, provided always that the majority is not less than two directors. Any meeting of the board of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

## **6. Indemnities to Directors and Others**

- 6.1. Every director of the corporation and their heirs, executors and administrators, and estate and effects, at all times, are indemnified and saved harmless out of the funds of the corporation, from and against all costs, charges and expenses that the director sustains or incurs, except such costs, charges or expenses as are occasioned by the director's own willful neglect or default,
- 6.1.1. in or about any action, suit or proceedings that is brought, commenced or prosecuted against the director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the director, in or about the execution of the duties of the office of director or in respect of any such liability; and
  - 6.1.2. in or about or in relation to the affairs of the office of director.

## **7. Officers**

- 7.1. The officers of the corporation are the president, past-president, vice-president, secretary and treasurer and any other officers as the board of directors may determine. Any two offices may be held by the same person, except that the president and secretary must not be the same person. Officers must be members of the corporation, eighteen years of age or older, with the power under law to contract.
- 7.2. The president, vice-president, secretary and treasurer must be elected by a majority vote at the annual meeting of members. In the event of a vacancy in the above offices, the office may be filled as set out in paragraph 7.3.
- 7.3. Officers other than president, past-president, vice-president, secretary and treasurer of the corporation may be elected by the membership or may be appointed by resolution of the board of directors at a meeting of the board of directors. Such resolution shall have force and effect only until the next meeting of members when the election of the officer must be put to the members for confirmation. \_
- 7.4. The officers of the corporation hold office until the next annual meeting but can serve no more than two (2) consecutive terms in the same office.
- 7.5. Officers shall be subject to removal by resolution of the board of directors at any time. Such resolution shall have force and effect only until the next meeting of members when the resolution must be put to the members for confirmation.

## **8. Duties of Officers**

- 8.1. The president
- 8.1.1. is the chief executive officer of the corporation;
  - 8.1.2. presides at all meetings of the corporation and of the board of directors;
  - 8.1.3. has the general and active management of the affairs of the corporation;
  - 8.1.4. supervises the secretary; and
  - 8.1.5. oversees the implementation of all orders and resolutions of the board of directors.
- 8.2. The past-president
- 8.2.1. fulfills an advisory role;

- 8.2.2.chairs the Nomination Committee; and
- 8.2.3.performs such other duties as directed by the board of directors from time to time.

8.3. The vice-president

- 8.3.1.in the absence or disability of the president, performs the duties and exercises the powers of the president; and
- 8.3.2.performs such other duties as directed by the board of directors from time to time.

8.4. The treasurer

- 8.4.1.has custody of the funds and securities of the corporation;
- 8.4.2.keeps, or causes to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation;
- 8.4.3.deposits all monies, securities and other valuable effects in the name, and to the credit, of the corporation in the chartered bank or trust company, or, in the case of securities, with the registered dealer in securities, designated by the board of directors from time to time;
- 8.4.4.disburses the funds of the corporation as directed by the appropriate authority, taking appropriate vouchers for such disbursements;
- 8.4.5.renders to the board of directors, whenever the board requires it, an accounting of all the transactions and a statement of the financial position of the corporation; and
- 8.4.6.performs such other duties as may from time to time be directed by the board of directors.

8.5. The secretary

- 8.5.1.may be empowered by the board of directors by resolution to carry out the secretary's affairs of the corporation under the supervision of the officers of the corporation;
- 8.5.2.attends all meetings and acts as clerk thereof
- 8.5.3.records all votes and minutes of all proceedings in the books to be kept for that purpose;
- 8.5.4.gives, or causes to be given, notice of all meetings of the members and of the board of directors; and
- 8.5.5.performs such other duties as may be directed by the board of directors or the president.

8.6. The secretary has custody of the corporate seal.

8.7. 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.

**9. Committees**

- 9.1. The board of directors may appoint committees whose members will hold their offices at the pleasure of the board of directors. The directors shall determine the duties of such committees.

**10. Execution of Documents**

- 10.1. Contracts, documents or any instruments in writing requiring the signature of the corporation, must be signed by any two of the president, past-president, vice-president, secretary or treasurer and all contracts, documents and instruments in writing so signed are binding upon the corporation without any further authorization or formality.
- 10.2. The directors from time to time by resolution may appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing on behalf of the corporation.
- 10.3. The seal of the corporation may be affixed to contracts, documents and instruments in writing signed as set out in paragraphs 10.1 and 10.2.

#### **11. Financial Year and Expenditures**

- 11.1. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be April 30<sup>th</sup>.
- 11.2. Unusually large expenditures must be authorized by the board of directors under paragraph 4.2. Operating expenses may be paid by the Treasurer and confirmed at the next meeting of the board of directors.

#### **12. Amendment of By-Laws**

- 12.1. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law.
- 12.2. A new by-law relating to the requirements of subsection 155(2) of the *Act* may be 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 (2/3) of the members at a meeting called for the purpose of considering the by-law, provided that the repeal or amendment of such by-laws is not enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **13. Auditors**

- 13.1. The members, at each annual meeting, must appoint an auditor to review the accounts and annual financial statements of the corporation and to report to the members at the next annual meeting. The auditor holds office until the next annual meeting, except that the directors may fill any casual vacancy in the office of the auditor. The auditor shall not be an officer or employee of the corporation, unless all of the members have consented. The remuneration of the auditor shall be fixed by the board of directors.

#### **14. Books and Records**

- 14.1. The board of directors is responsible for making certain that the books and records of the corporation required by the by-laws of the corporation, or by any applicable law, are regularly and properly kept.

#### **15. Rules and Regulations**

15.1. The board of directors may prescribe such rules or regulations not inconsistent with these by-laws relating to the management and operation of the corporation as the board deems expedient. The prescribed rules or regulations have force and effect only until the next annual meeting of the members of the corporation when the prescribed rules and regulations must be put to the members for confirmation. In the absence of confirmation, the prescribed rules or regulations cease to have any force and effect from that event.

## **16. Interpretation**

“Act” means the *Canada Corporations Act* R.S.C. 1970 c-32, in so far as it applies to Not-for-profit Organizations.

“address” includes an electronic address