



SOROPTIMIST FOUNDATION OF CANADA

Notice of Bylaw Amendments

Take notice that it is proposed to amend the By-Laws of the Corporation and specifically to amend By-Law No. 1 and to repeal By-Law No. 3 and 4.

Such By-Laws are to be presented to the membership at the Annual General Meeting to be held on October 25, 2008 at the Clarion Hotel and Suites Winnipeg Airport / Polo Park 1445 Portage Avenue, Winnipeg, Manitoba, R3G 3P4

The proposed amendments are enclosed herewith.

DATED this 25th day of August, 2008

RoseMary Reid, Secretary

**BYLAWS RELATING TO THE TRANSACTION OF
THE BUSINESS AFFAIRS OF
SOROPTIMIST FOUNDATION OF CANADA
Revised October 24, 1998
Revised October 23, 2004**

BE IT ENACTED by the members of the SOROPTIMIST FOUNDATION OF CANADA as the bylaws of the corporation as follows:

BYLAW NUMBER ONE

1. CORPORATE SEAL

The seal of the corporation shall be in such form as shall be prescribed by the Directors and shall have the words "The Soroptimist Foundation of Canada" endorsed thereon. The seal shall be kept at such places as the Directors may determine and in the custody of the Treasurer of the corporation.

2. MEMBERSHIP

The members of the corporation shall be:

2.1 All Soroptimist clubs in Canada, that is to say, all Soroptimist clubs in Canada which are in good standing with Soroptimist International of the Americas, Inc., hereinafter referred to as "member clubs";

2.2 The Directors of the Corporation (who have been elected by the member clubs) during

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2. MEMBERSHIP

The Members of the Corporation shall be:

2.1 All Soroptimist Clubs in Canada, ~~that is to say, all Soroptimist Clubs in Canada~~ which are in good standing with Soroptimist International of the Americas, Inc., hereinafter referred to as "Member Clubs";

2.2 The Directors of the Corporation (~~who have been elected by the member Clubs~~) during

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their term of office, hereinafter referred to as “members”.

Member clubs lose their status when they are no longer clubs in good standing with Soroptimist International of the Americas, Inc.

Member clubs may withdraw from membership by submitting to an Annual General Meeting of the Soroptimist Foundation of Canada a petition which has been signed by at least three-quarters of the members of the club, with each signature to be given before a notary public.

Members lose their status as members when they no longer hold the named position which entitles them to membership. They may withdraw from membership by resigning from the named position which entitles them to membership.

3. VOTING MEMBERS

Each member and member club is entitled to one vote on every question arising at all Special General Meetings, Annual General Meetings, and on mail ballots except for election of Directors, in which member clubs only are entitled to vote.

4. HEAD OFFICE

The head office of the corporation shall be in Winnipeg, Manitoba.

5. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of five Directors, elected by the member clubs, as follows:

5.1 Two Directors shall be members of the Soroptimist International of the Americas clubs in Canada east of the Manitoba-Ontario border.

their term of office, hereinafter referred to as “Members”.

2.3 A Member Club loses its status when it is no longer a Club in good standing with Soroptimist International of the Americas, Inc.

2.4 A Member Club may withdraw from Membership by submitting a petition requisition to an Annual General Meeting of the Soroptimist Foundation of Canada which has been signed by at least three-quarters of the members of the Club, with each signature to be given before a notary public.

2.5 A Member will lose her status as Member when she no longer holds the named position which entitles her to Membership. She may withdraw from Membership by resigning from the named position which entitles her to Membership.

3. VOTING MEMBERS

Each Member and Member Club is entitled to one vote on every question arising at all Special General Meetings, Annual General Meetings, and on mail ballots except for election of Directors, in which Member Clubs only are entitled to vote.

4. HEAD OFFICE

The head office of the Corporation shall be in Winnipeg, Manitoba.

5. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of five Directors, elected by the Member Clubs, as follows:

5.1 Two Directors shall be Members of the Soroptimist International Clubs in Canada, east of the Manitoba-Ontario border.

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5.2 Two Directors shall be members of the Soroptimist International of the Americas clubs in Canada west of the Manitoba-Ontario border.

5.3 One Director shall be a member of a Soroptimist International of the Americas club in Canada who shall be, in alternate terms, from a club east then west of the Manitoba-Ontario border.

6. POWERS OF THE BOARD

The members of the Board of Directors may exercise all such powers of the Corporation as are not required by The Corporations Act or by these Bylaws to be exercised by the members of the corporation at general meetings.

7. ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS

If a vacancy on the Board of Directors occurs for any reason, and there is more than two years remaining in the vacated position, a nomination and election shall be conducted for a Director for a four-year term, as provided for in these Bylaws. If there is not more than two years remaining in the vacated term, the Board of Directors shall by resolution fill the vacancy by appointing an eligible Soroptimist from a member club in the same part of Canada (east or west of the Manitoba-Ontario border) as the vacating Director. Candidates for election to the Board of Directors shall be nominated by member clubs. The members of the Board of Directors shall be elected by vote of the member clubs of the corporation in accordance with the results of a mail ballot returnable to the Secretary. Each member club shall receive by mail notice of the election together with a ballot at least thirty days before the date of the return of the ballots. Ballots completed by member

5.2 Two Directors shall be Members of the Soroptimist International Clubs in Canada, west of the Manitoba-Ontario border.

5.3 One Director shall be a Member of a Soroptimist International Club in Canada, alternately from a Club east of the Manitoba-Ontario border and then west of the Manitoba-Ontario Border.

6. POWERS OF THE BOARD

The Members of the Board of Directors may exercise all such powers of the Corporation as are not required by The Corporations Act or by these Bylaws to be exercised by the Members of the Corporation at general meetings.

7. ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS

Candidates for election to the Board of Directors shall be nominated by Member Clubs.

The Members of the Board of Directors shall be elected by vote of the Member Clubs of the Corporation in accordance with the results of a mail ballot returnable to the Secretary. Each Member Club shall receive by mail, notice of the election, together with a ballot, at least thirty days before the date of the return of the ballots. Ballots completed by Member Clubs must be

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clubs must be duly authorized by the signature of the President or Secretary of the club.

Upon her election, a Director will serve for a term of four years commencing July 1 in the year in which she was elected. No Director shall succeed herself for an additional term of four years. After a lapse of two years, she may be duly nominated.

A Director who is appointed by the Directors to complete the term of a Director who has vacated the office is eligible to be elected to succeed herself.

duly authorized by the signature of the President or Secretary of the Club.

Upon her election, a Director ~~will~~ shall serve for a term of four years commencing July 1 in the year in which she ~~was~~ is elected. No Director shall serve for two consecutive terms, ~~succeed herself for an additional term of four years but~~ after a period of two years has elapsed after the end of a term, may be eligible to be elected for a further term ~~she may be duly nominated.~~

A Director who is appointed by the Board Directors to complete the term of a Director who has vacated the office is eligible ~~to be elected to~~ serve a consecutive term ~~succeed herself.~~

8. VACANCY

If a vacancy on the Board of Directors occurs for any reason, and there is more than two years remaining in the vacated position, a nomination and election shall be conducted for a Director for a four-year term, as provided for in these Bylaws.

If there is not ~~no~~ more than two years remaining in the vacated term, the Board of Directors shall ~~by resolution~~ fill the vacancy by appointing an eligible Soroptimist from a Member Club in the ~~same part of Canada (east or west of the Manitoba-Ontario border)~~ as the vacating Director. ~~Candidates for election to the Board of Directors shall be nominated by Member Clubs.~~ Candidates for ~~election~~ appointment to the Board of Directors ~~shall~~ may be nominated by Member Clubs.

8. TERMINATION OF OFFICE

The office of a Director shall be vacated forthwith:

8.1 if she resigns her office by delivering a written resignation to the Chair of the

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corporation or, if the resigning director is the Chair, by delivering the written resignation to the Secretary;

8.2 if she is no longer a member of a Canadian Soroptimist club;

8.3 automatically one year after she ceases to hold active membership status in a Canadian Soroptimist club;

8.4 upon a decision of the Board of Directors;

8.5 if she is found by a court to be of unsound mind;

8.6 if she becomes bankrupt or suspends payment to her creditors;

8.7 if she is convicted of a criminal offence;

8.8 if, at a special general meeting of the corporation, a resolution that she be removed is passed by three-quarters of the members present;

8.9 upon her death

9. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held upon the direction of the Chair, or a requisition in writing, or electronic or FAX communication, signed by any three members of the Board, and delivered to the Secretary. The location and the timing of the meeting shall be selected on the basis of economy respecting transportation and accommodation, and similar factors. The Secretary shall, upon receipt of such direction or requisition, serve notice of the meeting, in writing, to the members of the Board of Directors, at the addresses they have provided

Corporation or, if the resigning director is the Chair, by delivering the written resignation to the Secretary;

9.2 if she is no longer a Member of a Canadian Soroptimist Club;

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9.5 if she becomes bankrupt or suspends payment to her creditors;

9.6 if she is convicted of a criminal offence;

9.7 if, at a special general meeting of the Corporation, a resolution that she be removed is passed by three-quarters of the Members present;

9.8 upon her death

10. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held upon the direction of the Chair, or a requisition in writing, **delivered by mail, or** electronic or FAX communication, signed by any three Members of the Board, and delivered to the Secretary. The location and the timing of the meeting shall be selected on the basis of economy respecting transportation and accommodation, and similar factors. The Secretary shall, upon receipt of such direction or requisition, serve notice of the meeting, in writing, **delivered by mail, or electronic or FAX communication**, to the Members of the Board of Directors, at the addresses they have provided

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for the purpose. Except in an emergency, at least thirty days' written notice shall be given for any meeting of the Board of Directors.

10. QUORUM AND VOTING AT MEETINGS OF DIRECTORS

A majority of the Directors shall constitute a quorum. On any motion at a meeting of the Board of Directors, each Director present is authorized to cast one vote. On motions put to Directors by mail, each Director is authorized to cast one vote. In the case of equality in number of pro and con votes cast, the motion is lost.

11. EXPENSES OF BOARD MEMBERS

Members shall not receive any remuneration for their services as members of the Board. However, reasonable expenses for travel, food, and lodging, in association with attendance at meetings of the Board of Directors, Annual General Meetings and Special General Meetings, and other out-of-pocket expenses shall be paid upon presentation of duly completed and signed claim forms and supporting receipts, which have been approved by the Chair and the Treasurer (or alternates), and provided the budget covers such expenses.

12. INDEMNIFICATION TO DIRECTORS, OFFICERS AND OTHERS

Every Director or Officer of the corporation or any other person who has undertaken or is about to undertake any liability on behalf of the corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

for the purpose. Except in an emergency, at least thirty days' written notice shall be given for any meeting of the Board of Directors.

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A majority of the Directors shall constitute a quorum. On any motion at a meeting of the Board of Directors, each Director present is authorized to cast one vote. On motions put to Directors by mail, each Director is authorized to cast one vote. **In the case of a tie vote, the Chair shall not have a second or casting vote.**

12. EXPENSES OF BOARD MEMBERS

Board Members shall not receive any remuneration for their services to the Corporation. Reasonable expenses for travel, food, and lodging, in association with attendance at meetings of the Board of Directors, Annual General Meetings and Special General Meetings, and other out-of-pocket expenses which have been approved by the Chair and the Treasurer shall be paid.

13. INDEMNIFICATION TO DIRECTORS, OFFICERS AND OTHERS

13.1 Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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12.1 all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

12.2 all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

13. DONATIONS

The Board of Directors may take such steps as it deems necessary to enable the corporation to receive donations and gifts-in-kind for the purpose of furthering the objects of the corporation, providing any costs incurred by the Foundation are provided for in the budget, and providing that the matter is put before an Annual General Meeting or mail ballot at the earliest opportunity.

14. DELEGATION OF POWER TO PERSONS AND COMMITTEES

The Board may delegate powers to persons or committees. Appointment of such persons and committees shall be in writing, by the Chair on behalf of the Board. The Committee members shall be provided with written direction as to authority and responsibilities, and requirements for written and verbal reports. They shall serve without remuneration, but the Board may provide for reimbursement of expenses authorized by the Board in advance. Such persons and committees may have their appointment terminated by the Board at any time.

13.2 all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

13.3 all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

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The Board of Directors may take such steps as it deems necessary to enable the Corporation to receive donations and gifts in kind for the purpose of furthering the objects of the Corporation, ~~providing any costs incurred by the Foundation are provided for in the budget, and providing that the matter is put before an Annual General Meeting or mail ballot at the earliest opportunity.~~ See s 18

15. DELEGATION OF POWER TO PERSONS AND COMMITTEES

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15. VALIDITY OF ACTS OF THE BOARD

All acts *bone fide* done by the Board of Directors or any committee of the Board of Directors, or by any person acting as a member of the Board of Directors, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

16. MINUTES

The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the corporation and of the Board of Directors, and any such minutes of any meeting upon being approved as a true record at such meeting or subsequent meeting, and if purporting to be signed by the Chair of such meeting or by the Chair of the subsequent meeting, shall be conclusive evidence without any further proof of the contents therein stated.

17. AUTHORIZATION OF EXPENDITURES

The Board of Directors may authorize expenditures on behalf of the corporation from time to time, provided such expenditures are provided for in the budget.

18. APPOINTMENT OF AGENTS AND EMPLOYEES

The Board of Directors may appoint such agents, and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors in writing at the time of such appointment or subsequently. The remuneration of all agents and employees shall

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The Board of Directors may authorize expenditures on behalf of the Corporation from time to time.

19. APPOINTMENT OF AGENTS AND EMPLOYEES

The Board of Directors may appoint such agents, and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors in writing, at the time of such appointment or subsequently. **The Board**

be fixed by the Board of Directors by resolution, and shall not exceed provisions for such in the budget.

19. OFFICERS

19.1 The officers of the corporation shall be a Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect, and shall serve without remuneration. Officers shall be elected at least annually, and whenever an office is vacated. Officers are elected by the Board of Directors from among the members of the Board of Directors. The duties of the officers are prescribed by the Board of Directors, and shall be included in the Procedures document which is distributed to members and member clubs.

19.2 The officers of the corporation shall hold office for one year or until their successors are elected.

19.3 An officer may be removed from office by a resolution of the Board of Directors.

19.4 The Chair shall be the chief officer of the corporation. She shall preside at all meetings of the corporation and of the Board of Directors. She shall ensure that all orders and resolutions of the Board of Directors are put into effect.

19.5 The Treasurer shall be responsible for the fiscal affairs of the Corporation, and shall ensure that all appropriate regulations are followed, appropriate records are maintained, and that the Board and the Members are kept apprised regularly of the fiscal affairs of the Corporation, and perform such other duties as are assigned. In the absence or disability of the Chair, she shall perform the duties and exercise the powers of the Chair.

19.6 The Secretary shall be responsible for the preparation of minutes of all meetings of the

of Directors shall fix the remuneration of all agents and employees.

20. OFFICERS

20.1 The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may elect from time to time. The Officers shall be elected at least annually, and whenever an office is vacated. Officers are elected by the Board of Directors from among the members of the Board of Directors.

20.2 The officers of the Corporation shall hold office for one year or until their successors are elected.

20.3 An officer may be removed from office by a resolution of the Board of Directors.

20.4 The Chair shall be the chief officer of the Corporation. She shall preside at all meetings of the Corporation and of the Board of Directors. She shall ensure that all decisions of the Board of Directors are put into effect.

20.5 The Treasurer shall be responsible for the fiscal affairs of the Corporation, and shall ensure that all appropriate regulations are followed, appropriate records are maintained, and that the Board and the Members are kept apprised regularly of the fiscal affairs of the Corporation, and perform such other duties as are assigned by the Chair. In the absence or disability of the Chair, she shall perform the duties and exercise the powers of the Chair.

20.6 The Secretary shall be responsible for the preparation of minutes of all meetings of

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Board of Directors, Annual General Meetings, and Special General Meetings, the safekeeping of approved minutes and all other formal documents of the Foundation, and such other duties as are assigned.

19.7 In the absence of both the Chair and the Treasurer at any meeting, the Board of Directors may elect someone of their number to preside as Chair of the meeting.

20. ANNUAL GENERAL MEETINGS

20.1 An Annual General Meeting shall be held once in every calendar year, and there shall be no more than fifteen months between any two consecutive meetings.

20.2 The meeting normally is held in Winnipeg, but may be held in another location in Canada by a resolution passed by the Board of Directors.

20.3 An Annual General Meeting shall be called by at least sixty days' written notice, exclusive of the day on which it is served or deemed to have been served and of the day for which the meeting is called, to all who are, under the Bylaws of the Corporation, members or member clubs of the Corporation. It shall specify the general nature of the business to be transacted, and specify the location of the meeting, provide information on registration procedures, if any, and any other information deemed necessary.

20.4 The business of an Annual General Meeting shall be to receive and consider the income and expenditure account and balance sheet and any other documents required by law to be laid before the Corporation at the general meeting including the reports of the Board of Directors and auditors, the appointment of

the Board of Directors, Annual General Meetings, and ~~Special~~ General Meetings ~~of the Members~~, the safekeeping of approved minutes and all other formal documents of the Foundation, and such other duties as are assigned ~~by the Chair~~.

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20.7 In the absence of both the Chair and the Treasurer at any meeting, the Board of Directors may elect someone of their number to preside as Chair of the meeting.

21. ANNUAL GENERAL MEETINGS

21.1 An Annual General Meeting shall be held once in every calendar year, and there shall be no more than fifteen months between any two consecutive meetings.

21.2 The Annual General Meeting shall be held in Winnipeg unless the Board fixes the location at any other place in Canada.

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21.3 An Annual General Meeting shall be called ~~on~~ at least sixty days' written notice, exclusive of the day on which ~~the notice is~~ served or deemed to have been served and ~~exclusive~~ of the day for which the meeting is called. Notice shall be given to all who are Members under the Bylaws of the Corporation. ~~The Notice~~ shall specify the general nature of the business to be transacted, ~~and specify~~ the location of the meeting, provide information on registration procedures, if any, and any other information deemed necessary.

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21.4 The business of the Annual General Meeting shall be to receive ~~the Financial Statements of the Corporation~~ and any other ~~documents information~~ required by law to be laid before the Corporation at ~~the general~~ such meeting including the reports of the Board of Directors and ~~Auditors~~, ~~to effect~~ the appointment of ~~Auditors~~, and ~~to conduct~~ any

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auditors, and any other business which ought to be transacted at an annual general meeting.

20.5 The Chair of an Annual General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place.

21. SPECIAL GENERAL MEETINGS

21.1 All general meetings other than Annual General Meetings shall be called Special General Meetings.

21.2 A Special General Meeting may be convened by the Board of Directors whenever the need arises. The Board also shall convene such a meeting on the request of a majority of the members of the Corporation, made in writing to the Secretary. The written notice of the Special General Meeting shall give at least thirty days' written notice (exclusive of the day on which it is served or deemed to be served and of the day for which it is called), and must contain enough information about the agenda to allow the members to make a reasoned decision. The notice shall be given in the same manner and to the same persons as notice is given of an Annual General Meeting.

22. MAIL BALLOTS

The Board of Directors may, by resolution, call for a vote of members and member clubs by mail ballot instead of summoning a Special General Meeting, provided that no such vote shall be called to sanction the amendment or enactment of a bylaw nor in any case where a meeting of members is required by virtue of the Corporations Act. The Secretary, or other Director, shall prepare a mail ballot stating the question, and send it to every member and member club in good standing, with directions for its return and the return deadline date specified. The ballot shall require the signature

other business which may be properly transacted at an annual general meeting.

21.5 ~~The Chair of The Annual General Meeting may be adjourned the meeting, from time to time and from place to place, with the consent of the Members present.~~

22. ~~SPECIAL~~ GENERAL MEETING OF MEMBERS

~~A Special General Meeting may be convened by the Board of Directors whenever the need arises. The Board shall convene such a meeting on the request of a majority of the Members of the Corporation, made in writing to the Secretary. The Board shall give thirty days' written notice, exclusive of the day on which it is served or deemed to be served and exclusive of the day for which the meeting is called. The notice shall contain enough information about the agenda to allow the Members to make a reasoned decision and The notice shall be given in the same manner and to the same persons as for an Annual General Meeting.~~

23. MAIL BALLOTS

The Board of Directors may, call for a vote by Members by mail ballot instead of summoning a Special General Meeting, provided that no such vote shall be called to sanction the amendment or enactment of a bylaw nor in any case where a meeting of Members is required by virtue of the Corporations Act. The Secretary, ~~or other Director~~, shall prepare a mail ballot stating the question, and send it to every Member and Member Club in good standing, with directions for its return and the return date specified. The ballot shall require the signature of the Member

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of the member or, in the case of a member club, the signature of two officers of the member club, indicating the outcome of a vote by Soroptimists in the member club respecting the question or questions raised in the mail ballot.

Mail ballots shall be retained by the Board of Directors until disposal of the ballots has been authorized by the voting body at an Annual General Meeting.

23. REPRESENTATION BY PROXY

A member club is represented at an Annual General Meeting or Special General Meeting by a member in good standing of a Soroptimist club of Canada, who has been elected by the said club. She may be a member of the member club she will represent, or of another club. She shall present at the Annual General Meeting or Special General Meeting, as the case may be, a document signed by an officer of the member club, authorizing her to act as the delegate. The notice of the meeting will provide for representation by proxy, and will provide the prescribed document to be used for this purpose. A member of a Canadian Soroptimist club may represent by proxy one or more member clubs at a meeting.

24. QUORUM

No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. Three members of the Board of Directors and twenty-five per cent of the member clubs of the Corporation, represented by a delegate or represented by proxy, shall constitute a quorum.

25. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be

or, in the case of a Member Club, the signature of two officers of the Member Club, indicating the outcome of the vote.

Mail ballots shall be retained by the Board of Directors until the disposal of the ballots has been authorized by the voting body at an Annual General Meeting.

24. CLUB REPRESENTATION AT ANNUAL GENERAL MEETINGS

~~A Member Club shall be represented at any Annual General Meeting or Special General Meeting by a member in good standing of a Soroptimist Club of Canada, who has been elected by the said Club. She may be a member of the Member Club or of another Club. She shall present a document signed by an officer of the Member Club, authorizing her to represent the Member Club at the Meeting. The notice of the meeting shall provide the prescribed document to be used for this purpose. A member of a Canadian Soroptimist Club may represent more than one Member Club at the meeting and will carry may exercise the corresponding number of votes.~~

25. QUORUM

~~No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. Three Members of the Board of Directors and twenty-five per cent of the Member Clubs of the Corporation, shall constitute a quorum.~~

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the parliamentary authority for all matters not specifically covered by these Bylaws.

26. VOTING

26.1 A vote at an Annual General Meeting or a Special General Meeting shall be decided by a show of hands. However, if the Chair or five members call for it, a standing count shall be taken on a question.

26.2 Every member club of the Corporation shall have one vote at Annual General Meetings, Special General Meetings, and on mail ballots. In the case of a meeting, a vote shall be tendered by a member of a Soroptimist club in Canada duly authorized to represent the said club in such a manner as the Board of Directors may, by resolution, require.

26.3 Every member of the Corporation shall have one vote at Annual General Meetings and Special General Meetings at which they are present, but they may not be represented by proxy. In the case of mail ballots, every member shall have one vote, except for the election of Directors.

26.4 All substantive motions shall be determined by a majority of votes unless otherwise specifically provided by Government regulations or by these Bylaws. All motions without notice shall be determined by three-quarters of the votes of those present at the meeting.

26.5 At any general meeting a resolution put to the vote of the meetings shall be decided on a show of hands, unless a count is demanded by at least five members of the corporation present in person entitled to vote, before or on the declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of the

26. VOTING

26.1 A vote at a Meeting of the Members shall be decided by a show of hands. The Chair or five Members may call for a standing count in which case it shall be taken.

26.2 No Member may vote by proxy.

simplify, clarify, conform to governing statute

proceedings of the corporation shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. If a count is demanded, it shall be taken in such a manner as the Chairs directs. Every member present shall have one vote and may hold proxy votes. In the case of an equality of votes, whether on a show of hands or on a count, the Chair of the meeting at which the show of hands takes place or at which the count is demanded, shall not be entitled to the casting vote but the resolution shall be deemed to have been defeated.

27. NOTIFICATION

27.1 A notice may be served by the Corporation upon all members of the Corporation, either personally or by sending it according to procedures established and published in the current Procedures Manual.

27.2 Any notice sent by regular post shall be deemed to have been served on the twelfth business day following that on which it is mailed. Any notice sent by FAX shall be deemed to have been served on the second business day following the day on which it was sent. Any notice sent by Electronic Mail shall be deemed to have been served on the second business day following the day it was sent. Any notice sent by expedited post or courier shall be deemed to have been delivered on the day specified by the postal service or courier service used as the date that it will be delivered. If the sender receives actual notification that the notice was not received, the notice shall be resent and the above provisions shall apply. (2004)

28. CHANGES IN BYLAWS

These Bylaws may be repealed, added to, or amended only at a Special General Meeting,

27. NOTIFICATION NOTICE

27.1 A notice may be served by the Corporation upon all Members of the Corporation, either personally or by sending it according to procedures established and published in the **Policy &** Procedures Manual.

27.2 Any notice sent by regular post shall be deemed to have been served on the twelfth business day following that on which it is mailed. Any notice sent by FAX or electronic mail shall be deemed to have been served on the second business day following the day on which it was sent. Any notice sent by expedited post or courier shall be deemed to have been served on the day specified by the postal service or courier service used as the date that it will be delivered. If the sender receives actual notification that the notice was not received, the notice shall be resent and the above provisions shall apply.

28. CHANGES IN BYLAWS

simplify, clarify,

conform with current practice

This needs to be changed to bring it into conformity with the governing Federal statute.

called for that purpose, the notice of which has indicated the specific additions, amendments and deletions proposed. At least two-thirds of the votes present at such meeting, including member clubs, individual members, and proxies, must be in the affirmative in order for any motion concerning Bylaws to be approved. Furthermore, no addition, amendment or deletion of a Bylaw shall be enforced or acted upon until the approval of Industry Canada has been obtained.

29. AUDITORS

An auditor shall be appointed at each Annual General Meeting by a motion approved by the voting body. The remuneration of the auditor is subject to approval by the Board of Directors. If a vacancy occurs in the position of auditor between Annual General Meetings, the Board of Directors may appoint an auditor until the next Annual General Meeting.

30. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the thirtieth day of June each year.

31. EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the corporation shall be signed by any two members of the Board of Directors and all contracts, documents, and instruments in writing so signed shall be binding upon the

These Bylaws may be repealed, added to, or amended by the Board of Directors in accordance with the governing statutory provisions and shall be presented to the Members for confirmation at the next general meeting or Annual General Meeting, whichever occurs first ~~only at a Special General Meeting, called for that purpose, the~~ Notice of the intention to seek confirmation of such changes shall be given in accordance with the provisions herein for general meetings and in the case of the Annual General Meeting shall be included with the Notice as provided in S. 21. Such Notice shall indicate the specific additions, amendments and deletions proposed. At least two-thirds of the votes present cast at such meeting must be in the affirmative in order for any motion concerning Bylaws to be confirmed. Furthermore, no addition, amendment or deletion of a Bylaw shall be enforced or acted upon until the approval of Industry Canada has been obtained.

29. AUDITORS

The Auditor shall be appointed at the Annual General Meeting by a motion approved by the voting body. The remuneration of the auditor is subject to approval by the Board of Directors. If a vacancy occurs in the position of auditor between Annual General Meetings, the Board of Directors may appoint an auditor until the next Annual General Meeting.

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Sample provisions recommended by Corp Canada:

“The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations 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 votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.”

Corporation without any further authorization or formality. The Board of Directors shall have power by resolution to appoint any two duly authorized officers on behalf of the corporation to sign contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officers duly appointed by resolution of the Board of Directors.

The term “contract, documents and instruments in writing” as used herein shall include deed, mortgages, hypothecation, charges, conveyances, assignment of property, real or personal, immovable or moveable, agreements, leases and discharges for the payments of money or any other obligation, conveyance, transfer and assignment of shares, stocks, bonds, debentures or other securities and all paper writing.

32. ASSET MANAGEMENT

After receiving a written recommendation from the Board of Directors the voting members at an Annual General Meeting shall by motion appoint one or more appropriate financial companies to fulfill the following responsibilities:

- (1) Holding securities in safekeeping;
- (2) Investing financial assets of the organization in accordance with the investment policy, and providing regular reports of same;
- (3) providing banking services for the day-to-day operations of the organization.

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- (1) Holding securities in safekeeping;
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- (3) providing banking services for the day-to-day operations of the organization.

simplify, clarify, conform with statute

simplify, clarify all general operating provisions should be in one bylaw

33. ENDOWMENT FUND

1. The Endowment Fund of the Foundation shall be maintained as heretofore in a bank account separate from the general funds of the Foundation, and from time to time the moneys of said Endowment Fund may be invested in investments authorized by law for Trustees and such other securities as the Directors, or the general meeting of the Foundation may instruct.

2. The Endowment Fund shall maintain its character and all donations thereto shall be "untouchable principal" and be capital and are insured in perpetuity to and exclusively for the Charitable purposes set out in the Letters Patent of the Foundation.

3. In no event shall the perpetual preservation of the capital funds of the Endowment Fund be changed except by express provision of the Charter of the Soroptimist Foundation of Canada obtained by Supplementary Letters Patent.

33. OPERATING PROCEDURES

The Board of Directors may prescribe such operating procedures which are consistent with these Bylaws, in relation to the management and operation of the Corporation, provided that such procedures shall have force and effect only until the next Annual General Meeting when they shall be presented to the voting body for confirmation. In default of such confirmation, the procedures shall from that time cease to have force and effect.

34. GENERAL

In these Bylaws the singular shall include the plural and the plural the singular, the feminine

34. POLICY AND PROCEDURES MANUAL

The Board of Directors shall maintain a Policy & Procedures Manual in relation to the management and operation of the corporation which is consistent with these Bylaws.

conform with current practice

35. GENERAL

In these Bylaws the singular shall include the plural and the plural the singular, the feminine shall include the masculine, the word 'Corporation' means the SOROPTIMIST FOUNDATION OF CANADA, the words 'Board of Directors' means the Board of Directors of the Corporation, the words 'in writing' mean written, printed and other modes of representing or

shall include the masculine, the word 'Corporation' means the SOROPTIMIST FOUNDATION OF CANADA, the words 'Board of Directors' means the Board of Directors of the Corporation, the words 'in writing' mean written, printed and other modes of representing or reproducing words in a visible form; and words 'importing persons' include corporations.

reproducing words in a visible form; and words 'importing persons' include Corporations.

36. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not specifically covered by these Bylaws.

Dated this _____ day of _____, 2008

President

Secretary

Approved by Members _____, 200_
Filed with Minister _____, 200_

clarify

BYLAW NUMBER THREE

ENDOWMENT FUND

1. The Endowment Fund of the Foundation shall be maintained as heretofore in a bank account separate from the general funds of the Foundation, and from time to time the moneys of said Endowment Fund may be invested in investments authorized by law for Trustees and such other securities as the Directors, or the general meeting of the Foundation may instruct.

2. The Endowment Fund shall maintain its character and all donations thereto shall be "untouchable principal" and be capital and are insured in perpetuity to and exclusively for the Charitable purposes set out in the Letters Patent of the Foundation.

3. In no event shall the perpetual preservation of the capital funds of the Endowment Fund be changed except by express provision of the Charter of the Soroptimist Foundation of Canada obtained by Supplementary Letters Patent.

BYLAW NUMBER FOUR

HEAD OFFICE

That the Head Office of the Soroptimist Foundation of Canada shall be located in Winnipeg, Manitoba. (Discussion in May 2007 repealing this as it is in By-Law Number One, Section 4)