

Constitution and By-laws for United Way of the Northwest Territories

August 2013

CONSTITUTION

Article I	Name
Article II	Purpose
Article III	Head Office

BY – LAWS

Article IV	Membership & Participation
Article V	Annual General Meeting
Article VI	Nominating Committee
Article VII	Directors
Article VIII	Code of Conduct
Article IX	Indemnification
Article X	Executive
Article XI	Staff
Article XII	Meetings
Article XIII	Finances
Article XIV	Records
Article XV	Amendment of By-Laws
Article XVI	Dissolution

Constitution and By-laws for United Way of the Northwest Territories

CONSTITUTION

ARTICLE I – NAME

This organization shall be called the United Way of the Northwest Territories (UWNWT) herein after call the Association.

ARTICLE II – OBJECTIVES

The purpose of the Association is to promote the organized capacity of people in the Northwest Territories to care for one another.

In order to improve the quality of life for people in need, the Association will solicit, collect and distribute funds for charitable purposes.

ARTICLE III – HEAD OFFICE

The head office of the association shall be in the city of Yellowknife in the Northwest Territories.

Constitution and By-laws for United Way of the Northwest Territories

BY-LAWS

ARTICLE IV – MEMBERSHIP & PARTICIPATION

4.1 Categories of Membership

- a. *General Membership:* Any person over the age of 18 and each corporation or unincorporated association that has made a financial contribution to the Association shall be deemed a Member. Membership begins upon delivery of the official receipt or through payroll deductions contribution, or the donation and shall continue until the end of the calendar year next following the year in which the contribution is made. Directors are automatically deemed members.
- b. *Member Agency:* Any registered Canadian charity that receives a financial contribution from the Association may be considered a member until the end of the calendar year next following the year in which the contribution is received. Corporate gift members are also considered members. Each Member Agency shall be represented by not more than one (1) delegate. The name of that delegate will be filed to the board secretary. If approved by the secretary, the delegate will have the right to attend and vote at the AGM.

4.2 Privileges and Responsibilities

- a. Each Member shall have the right to one (1) vote on any motion or resolution at the Annual General Meeting. Each Member may be appointed a proxy for one (1) other Member at an Annual general Meeting provided that at least three (3) days before the Annual General Meeting notification is given to the President. A document appointing a proxy shall be in writing, executed by the Member and state clearly the meeting and time frame for which it is valid.
- b. Persons who qualify for membership in the Association shall be provisional members for a period of thirty (30) days. Provisional members may attend annual or special meetings but are not entitled to vote thereat Provisional membership does not apply to renewing members.

Constitution and By-laws for United Way of the Northwest Territories

4.3 Termination of Membership

- a. Any General Member or Member Agency may withdraw from membership in the Association by notice in writing to the President provided the members' duties and obligations to the Association have been met.
- b. Any General Member or Member Agency whose conduct is considered detrimental to the Association may be expelled by the Board of Directors for reasons deemed sufficient. The expelled member must be notified in writing of this action.

ARTICLE V – ANNUAL GENERAL MEETING

5.1 Timing:

An Annual General Meeting of the Association shall be held no sooner than thirty (30) days after the close of the fiscal year and no later than six (6) months after the close of the fiscal year.

5.2 Notice:

Notice in the NWT newspapers of the Annual General Meeting shall be given at least fourteen (14) days prior to the date set for the meeting, including time, place, date, and business to be transacted at such meetings.

5.3 Quorum:

A quorum for an Annual General Meeting, or General, or Special meeting shall be constituted by double the number of Board members plus one. The votes shall be cast in person, or by proxy. Any action by a majority of the members present shall be the action of the membership of the Association.

5.4 Chair:

If the Chair or Past Chair is not present at an Annual General Meeting, the meeting will elect a chair for the purposes of that meeting only.

5.5 Purpose:

Constitution and By-laws for United Way of the Northwest Territories

The purpose of the Annual General Meeting shall be:

- a. To receive reports on the work and affairs of the Association including the financial statements and report of the auditors regarding the Association;
- b. To elect directors and to fill vacancies on the Board of Directors occurring at such meeting;
- c. To appoint auditors for the ensuing year;
- d. To hear the report of the nominating committee to fill any Board vacancies;
- e. To transact such other business as may be deemed appropriate by the members or by the Board of Directors.

ARTICLE VI – NOMINATING COMMITTEE

6.1 Membership:

At the annual general meeting the Chair shall call for members to form a Nominating Committee to fill any Board vacancies. It shall consist of a maximum of five (5) voting Members of the Association in good standing, of whom no more than two (2) shall be members of the Board of Directors.

6.2 Ex officio members:

The Chair and Executive Director shall be members of the Nominating Committee, ex officio, without vote.

6.3 Report:

Not less than ten (10) working days prior to the day, on which the Annual Meeting is to be held, the nominating committee shall deliver to the Chair a slate of members being nominated

ARTICLE VII – DIRECTORS

7.1 Number:

There shall be a minimum of nine (9) and a maximum of fourteen (14) Directors elected from among the Members of the Association by secret ballot at the Annual General Meeting. In order to be elected, nominees must receive a majority of votes. Directors may also be acclaimed.

Constitution and By-laws for United Way of the Northwest Territories

7.2 Past Chair:

The immediate Past Chair may be an additional member of the Board of Directors ex-officio for threeterms.

7.3 Term:

The term of office for a Director shall be two (2) years. A Director may serve up to a maximum of three (3) consecutive terms by re-election at the Annual General Meeting for each new term. An exception is a Director who has been appointed under Section 7.6.

7.4 Election:

The election of new Directors shall take place each year at the Annual General Meeting.

7.5 Resignation:

Any Director may withdraw from the Board of Directors by notice in writing to the President.

7.6 Board Vacancies:

The majority of Directors shall have the power to appoint any Member of the Association to fill any vacancy in their numbers and any Director so appointed shall serve until the next Annual General Meeting at which time nomination and election for a succeeding full term is permitted.

7.7 Campaign Chair and Vice Chair:

The Campaign Chair(s) and Vice-Chair(s) in each year shall be appointed by the Board to serve for a term of one (1) year. The directorial positions held by the Campaign Chair(s) and Vice-Chair(s) shall be in addition to those calculated pursuant to the other provisions of this section.

7.8 Committees:

The Directors shall establish such committees as they deem necessary to carry on the business of the Association. Committee members shall be appointed by a majority of Directors from among the members of the Association or community and must become or continue to be members of

Constitution and By-laws for United Way of the Northwest Territories

the Association in good standing while serving on the committee. The President shall be an ex officio member of all committees or task forces with vote.

7.9 Committee Chairs:

The majority of Directors shall appoint any member of the Board of Directors as Chairperson to head necessary committees or task forces, who shall be directly responsible to the Directors and shall not hold the designated office for any period beyond the next Annual General Meeting unless reappointed.

ARTICLE VIII – CODE OF CONDUCT

8.1 Powers:

The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such acts and things as the Association in accordance with the objectives set out in the Constitution, the By-Laws and the Societies Act.

8.2 Expelling Directors:

Any Director may be expelled by the Board of Directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out the duties of Director as provided in the By-Laws or by direction of the Board of Directors, by a two-thirds vote of those Directors present.

8.3 Remuneration:

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his / her position as such; provided that a director may be paid reasonable expenses incurred by him / her in the performance of his / her duties.

8.4 Failure to attend meetings:

If a member of the Board of Directors is absent from three (3) successive Regular Board Meetings without advance notice or adequate reason

Constitution and By-laws for United Way of the Northwest Territories

acceptable to the Board that Director shall be deemed to have resigned from the Board and a vacancy shall be declared.

8.5 Conflicts of Interest and Confidentiality:

The Board of Directors agrees to adhere to the Conflict of Interest and Confidentiality Policy passed from time to time by the Board of Directors.

8.6 Disclosure of Interests in Contracts:

Every Director or Officer of the Association who is a party to a material contract or transaction or proposed material contract or transaction with the Association, or is a Director or Officer of, or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association, shall disclose in writing to the Association or request to have entered in the minutes of the meeting of Directors, the nature and extent of his or her interest at the time and in the manner required by the Societies Act. Any such contract or proposed contract shall be referred to the Board of Directors for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board of Directors. A Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

ARTICLE IX - INDEMNIFICATIONS OF DIRECTORS, ASSOCIATION OFFICIALS AND AGENTS

9.1 The Association undertakes to indemnify and save harmless out of the funds of the Association any director, officer, official, employee, member, volunteer worker of the Association, her heirs, executors and administrators and her estate and effects from and against all costs, charges and expenses whatsoever which such director, officer, official, employee, member, volunteer worker sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, for or in respect of any act, done or permitted by her, in or about the execution of the duties of her office and all costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by her own willful neglect or default.

9.2 No director, officer, official, employee, member, volunteer worker for the time being of the Association shall be liable for the acts, receipts, neglects

Constitution and By-laws for United Way of the Northwest Territories

or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her respective office or trust or in relation thereto unless the same shall happen by or through her own act, neglect or default if such act, neglect or default is willful or wrongful.

- 9.3** The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such
- (i) as shall have been submitted to and authorized or approved by the Board of Directors;
 - (ii) as are within the limits and consistent with the signing authority approved by the Board of Directors.

ARTICLE X - EXECUTIVE

10.1 Composition:

The Executive officers of the Association shall be the Chair, Past Chair, Vice-Chair, Secretary and Treasurer, and shall be elected by the Directors from among the Directors at the first regular board meeting following the Annual General Meeting. The term of office for Executive officers is one (1) year.

10.2 Executive Vacancies:

The majority of Directors shall have the power to appoint any Director of the Association to fill any vacancy among the Executive Officers and any Executive Officer so appointed shall serve until the next first meeting of the Board following the Annual General Meeting, at which time election for a succeeding full term is permitted.

Constitution and By-laws for United Way of the Northwest Territories

ARTICLE XI - STAFF

11.1 Staff may be employed by the Board of Directors to manage the work, and execute the policies of the Association. Staff shall accept responsibility for furthering the purpose of the Association. Staff shall be an ex officio member without vote of the Board of Directors and all Committees or task forces.

ARTICLE XII – MEETINGS

12.1 Notice:

The Executive Officer or his or her designate shall be responsible for the communication of notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings. Notice shall include the date, time, place and purpose of the meeting and shall be made by telephone, e-mail or mail with two(2) week's notice. Failure of a member to receive notification of a meeting will not invalidate any proceeding taken thereat.

12.2 Regular and Special Meetings:

Regular and special meetings of the Board of Directors shall be held at the call of the Chair, or if she or he is unable to act for any reason, by a Vice-Chair. There shall be a minimum of seven (7) Regular Board Meetings per year.

12.3 Authority:

Any three (3) members of the Board of Directors may call a Special Meeting of the Board of Directors by presenting a written, signed request to the Chair, or if he or she is unable to act for any reason, a Vice-Chair, who shall call a meeting within fourteen (14) days after receipt of such a request.

12.4 Quorum:

Attendance of fifty per cent (50 per cent) plus one of Directors shall constitute a quorum at any meeting of the Board of Directors.

Constitution and By-laws for United Way of the Northwest Territories

12.5 Chair:

The Chair shall usually chair the board meetings; however at the discretion of the Chair, any Officer of the Board of Directors may chair a Regular Board of Directors meeting.

12.6 Guests at Meetings:

Meetings of the Board of Directors shall be attended by members of the Board and the Executive Director or designate. The Board of Directors in consultation with the Chair and Executive Director may from time to time invite staff members, other members and/or persons from the community to attend meetings of the Board.

ARTICLE XIII – FINANCES

13.1 Investment:

The Board of Directors may authorize the investment of Association funds in any securities approved by the Government of the Northwest Territories for Trustee Investment with the exception of mortgages.

13.2 Borrowing:

The Board of Directors may borrow money using the credit of the Association on whatever terms it determines appropriate. The Board of Directors can use any property of the Association to obtain the loan. The Board of Directors can appoint a person on behalf of the Association to sign all documentation necessary to obtain the loan. No debentures can be issued by the Association without the approval of three quarters of the members entitled to vote, at a meeting of the Association.

13.3 Banking:

All monies received by or on behalf of the Association shall be deposited in the Association's account(s) in a chartered bank(s) or other reputable organization.

13.4 Disbursements:

Constitution and By-laws for United Way of the Northwest Territories

a. All disbursements from the Association's account(s), within an approved budget, shall be made by cheque signed by any two (2) of the following: Chair, Vice-Chair, Secretary, Treasurer or Executive Director.

b. All disbursements from the Association's account(s), outside of approved budget, shall be first approved by the Board of Directors and made by cheque signed by the two of the following: Chair, Vice-Chair, Secretary, Treasurer or Executive Director.

13.5 Audit:

An annual audit (for revenue over \$100,000) or financial review (for revenue under \$99,999) will produce a financial statement containing (unless limits are increased by the national United Way/Centraide office):

a. the assets and liabilities of the Association in the form of a balance sheet and

b. the receipts and disbursements of the Association since the date of the previous financial statement

and signed by the treasurer and Chair shall be presented at each Annual General Meeting for the inspection of the Members.

13.6 Fiscal year:

The fiscal year of the Association shall end on the 31st day of March.

ARTICLE XIV - RECORDS

14.1 The Secretary shall be responsible for ensuring the minutes of all Annual General, Special and Regular Directors' Meetings are kept.

14.2 The audited financial statement shall be made available to members at the Annual General Meeting on request.

ARTICLE XV- AMENDMENT OF BY-LAWS

15.1 By-Laws of the Association may be rescinded, altered or added to by approval by the Board of Directors followed by a resolution passed by a majority at an Annual General Meeting or by an extraordinary resolution passed by a three-fourths (3/4) majority at a Special Meeting of the

Constitution and By-laws for United Way of the Northwest Territories

Association. No revision, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

- 15.2** Intention to propose the revision, alteration or addition of any By-Law shall be given in the notice of meeting published or broadcast at least two weeks in advance of the meeting at which the vote on the revision, alteration or addition is to be considered.

ARTICLE XVI- DISSOLUTION OF THE ASSOCIATION

16.1 Compliance:

No proceedings of any kind for the dissolution of the Association shall be taken unless and until there has been compliance with the procedures of the following section.

16.2 Association Board of Directors' Action:

A resolution to dissolve the Association shall be duly moved, seconded and carried by a three-fourths vote of the Board of Directors at which no less than fifty (50) per cent plus one of the Directors is present.

16.3 Notification:

a. Members of the Association - The members of the Association shall be notified, via the United Way NWT website or mail or email, of the resolution of the Board of Directors and of an Annual or Special Association Meeting, to be held to deal with such resolution.

Notice of such meeting including the specific resolution of dissolution is to be given to the Members at least thirty (30) days prior to the meeting.

b. United Way/Centraide: The Association shall deliver in writing to the Secretary of the United Way of Canada notice of resolution of the Board of Directors and of the date of the Annual or Special Association Meeting at least thirty (30) days in advance of the meeting.

c. General Public - The Association shall notify the community served by the head office of the Association of the resolution of the Board of Directors and of the dates of the Annual or Special Association Meeting by an advertisement in all regular newspapers in the Northwest Territories.

Constitution and By-laws for United Way of the Northwest Territories

16.4 Special Association Meeting:

The resolution of the Board of Directors to dissolve the Association shall be presented to an Annual or Special Association Meeting. It shall receive an affirmative three-fourths vote of those present in person or by proxy in order to take effect.

16.5 Distribution of Assets:

The Board of Directors, on behalf of the Association shall strike an arbitration committee of three (3) to five (5) persons to determine the manner in which assets shall be distributed to one or more recognized charitable organizations in the NWT.

16.6 Decision to dissolve:

The Association may, by extraordinary resolution passed by not less than three-fourths(3/4) of the Members of the Association who are entitled to vote and who are present or who vote by proxy at a General Meeting, surrender its certificate of incorporation. No dissolution shall have any effect until the Registrar, after being satisfied that sufficient notice of the Association's intentions has been given and that no debts or liabilities of the Association are outstanding, accepts the surrender of the certificate and fixes a date from which the Association shall be dissolved.

PASSED this ____ day of _____, 2013

CONFIRMED by the membership of the corporation at the Annual Meeting held

on the ____ day of _____, 2013 at Yellowknife, NT.

President

Secretary