[Based on a NGO located in Canada]

**By-Laws**

**PREAMBLE**

[name of the Organisation] has been incorporated for the purpose of providing [insert] to [insert name of target group(s)] x from [insert location of the target group(s), e.g. country(ies), province(s), etc.]. In its service delivery, the organisation is committed to working [insert the ethical values relevant to your organisation, e.g. inclusive, non-discriminatory, participatory, etc.] framework. The organisation is also committed to addressing [insert sector, e.g. healthcare] for our mandated priority populations, encompassing gender, gender identity, race, class, age, sexual orientation, religion, culture, language, disability, immigration status, violence and socio-economic circumstances.

The Board of Directors of [name of the Organisation] (the Board), is responsible for the mission, mandate, and development of major strategies for the organisation. The Board is responsible for making decisions regarding policies, mission statement and goals, and provides input into programme planning through the development of the organisation’s strategic direction.

**ARTICLE 1**

**HEAD OFFICE**

The Head Office of the organisation shall be in [insert name of city], in [insert name of province and name of country], and at such place therein as the directors may from time to time determine.

**ARTICLE 2**

**SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Organisation. [delete this Article if not relevant]

**ARTICLE 3**

**ELECTION, RESIGNATION AND REMOVAL OF DIRECTORS**

3.1 The affairs of the Organisation shall be managed by a Board of [insert number using text] (insert number) directors, each of whom, at the time of her/his election or within 10 days thereafter and throughout her/his term of office, shall be a voting member of the Organisation.

3.2 The directors of the Organisation shall be elected for terms not exceeding [insert relevant number for your Organisation] consecutive terms of not more than three years each. Furthermore, directors shall be elected and retired in rotation. At each annual meeting of members, directors shall be elected, by simple majority, to fill the positions of those directors who have resigned or whose term of office has expired.

3.3 The election of Directors shall be by ballot unless the *Board Development and Recruitment Committee* and the *Chair* declare that, in the specific circumstances, the Directors are acclaimed.

3.4 The Directors of [name of the Organisation] shall be elected for at most [insert number using text] (insert number) terms, not exceeding [insert number using text] (insert number) consecutive years. After [insert number using text] (insert number) consecutive years of service, Directors may be eligible to resume service after [insert number using text] (insert number) months absence from the Board.

3.5 The Directors of [name of the Organisation] may remove any Director from office before the expiration of his/her term for cause, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting held in accordance with Article 22 herein.

3.6 A Director may resign in writing and his/her resignation is effective upon acceptance of same by the Board.

**ARTICLE 4**

**QUALIFICATIONS OF DIRECTORS**

4.1 Each Director shall

a) be at least eighteen (18) years of age;

b) be a voting member of [name of the Organisation] and in good standing at the time of election;

c) not be a former employee of [name of the Organisation] who had been dismissed for cause;

d) not be in undischarged bankruptcy, and notify the Board Executive if bankruptcy is filed during Board term; and,

e) not be deemed medically or mentally incompetent during his/her term on the Board.

4.2 Upon failure of a Director to attend [insert number using text] (insert number) consecutive Board meetings without permission of the Board (for which permission may be granted after the fact), the Board of Directors may, by resolution passed by a simple majority, remove the said Director from the Board.

**ARTICLE 5**

**VACANCIES, BOARD OF DIRECTORS**

5.1 Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified voting members of the [name of the Organisation]. Otherwise, such vacancy shall be filled at the next annual members’ meeting at which the Directors for the ensuing years are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a members’ meeting to fill the vacancy.

5.2 The Board of Directors may, by a simple majority of the votes cast at any meeting of the Directors, appoint a qualified person to fill a vacancy created by the resignation or the removal of a Director. The appointed person shall serve as Director until the next annual meeting where members may ratify his/her continuation for a full term of [insert number using text] (insert number) or [insert number using text] (insert number) years depending on the requirement to stagger the retirement of Directors.

**ARTICLE 6**

**QUORUM AND MEETINGS, BOARD OF DIRECTORS**

6.1 [insert number using text] (insert number) Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

6.2 Directors’ meetings may be formally called by the Chair or Vice-Chair, or by any member of the Board on direction in writing of [insert number using text] (insert number) Directors. Notice of such meeting shall be delivered, telephoned, or transmitted by facsimile or by e-mail to each Director, not less than [insert number using text] (insert number) day(s) before the meeting is to take place, or shall be mailed to each Director not less than [insert number using text] (insert number) days before the meeting is to take place. Statutory declaration of the Vice-Chair, Chair, or applicable Board members that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent. A Directors’ meeting may also be held, without notice, immediately following the annual meeting of [name of the Organisation]. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

6.3 A Director may, if all Directors consent, participate in a meeting of Directors by telephone or other communication facility that permits all persons participating in the meeting to hear each other, and that Director shall be deemed present at the meeting.

6.4 Board meetings that have not been designated in camera may be observed by staff members in accordance with the terms of the personnel policy.

6.5 Board meetings may be attended by individuals who are being considered for nomination or appointment to the Board of Directors provided that these individuals have no voting rights and agree to keep confidential all information concerning [name of the Organisation] affairs.

**ARTICLE 7**

**ERRORS IN NOTICE, BOARD OF DIRECTORS**

7. No error or omission in giving notice for a Directors’ meeting shall invalidate the meeting or any proceedings taken at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all decisions taken after the fact.

**ARTICLE 8**

**VOTING, BOARD OF DIRECTORS**

8.1 Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall have a single vote and shall cast this vote only in cases where there is a tie. Votes at meetings shall be by assent or dissent, or by ballot if so demanded by any Director present.

8.2 A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his/her duties as Chair may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

**ARTICLE 9**

**POWERS OF DIRECTORS**

9.1 The Directors of [name of the Organisation] shall administer the affairs of [name of the Organisation] in all things and make or cause to be made for [name of the Organisation], in its name, any kind of contract which [name of the Organisation] may lawfully enter into. The Directors may, save as hereinafter provided, generally exercise all such powers and do all such other acts and things as [name of the Organisation] is, by its letters patent or otherwise, authorised to do.

9.2 Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of any property or any right or interest therein owned by [name of the Organisation], for such consideration and upon such terms and conditions as they may deem advisable.

**ARTICLE 10**

**REMUNERATION OF DIRECTORS**

10. The Directors shall receive no remuneration for acting as such, and shall not receive directly or indirectly any profit from their positions as Directors, but they may be paid reasonable expenses incurred in the performance of their duties or in the conduct of the affairs of [name of the Organisation].

**ARTICLE 11**

**OFFICERS OF THE CENTRE**

11.1 There shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine by By-law from time to time. The Chair shall be elected by the Board of Directors from among themselves at the first meeting of the Board after the [insert timeframe, e.g. annual, b-annual] election of the Board of Directors, provided that in default of such election the then-incumbents, being members of the Board, shall hold office until their successors are elected. The other Officers of [name of the Organisation] may, but need not, be members of the Board and the terms of engagement of all Officers shall be settled, in writing, from time to time by the Board.

11.2 All Officers, in the absence of agreement to the contrary, shall be subject to removal from office (but not from membership) by resolution of the Board of Directors at any time, with cause.

**ARTICLE 12**

**DUTIES OF THE CHAIR AND VICE-CHAIR**

12. The Chair shall, when present, assume the responsibilities of a chair and shall preside at all meetings of the members of [name of the Organisation] and of the Board of Directors. The Chair, with the Secretary or other Officer appointed by the Board for the purpose, shall sign all By-laws and membership certificates. During the absence or inability of the Chair, his/her duties and powers may be exercised by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

**ARTICLE 13**

**DUTIES OF THE SECRETARY**

13.1 The Secretary shall be *ex officio* clerk of the Board of Directors. S/he shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. S/he shall give all notices required to be given to members and to Directors and shall be the custodian of the seal of [name of the Organisation] and of all books, paper, records, correspondence, contracts, and other documents belonging to [name of the Organisation], which s/he shall deliver up only when authorised by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

13.2 The Secretary may personally perform the functions described above or may, with the consent or direction of the Board, supervise the performance of same.

**ARTICLE 14**

**DUTIES OF THE TREASURER**

14.1 The Treasurer shall keep full and accurate accounts of all receipt and disbursement of [name of the Organisation] in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of [name of the Organisation] in such bank or banks as may from time to time be designated by the Board of Directors. S/he shall disburse the funds of [name of the Organisation] under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her an account of all his/her transactions as Treasurer and of the financial position of [name of the Organisation], and s/he shall perform such other duties as may from time to time be determined by the Board of Directors.

14.2 The Treasurer may personally perform the functions described above or may, with the consent or direction of the Board, supervise the performance of same.

**ARTICLE 15**

**DUTIES OF OTHER OFFICERS**

15. The duties of all other Officers of [name of the Organisation] shall be such as the terms of their engagement call for or the Board of Directors requires of them.

**ARTICLE 16**

**COMMITTEES**

16.1 **Standing Committees:**

There shall be the following standing committees: [insert, as relevant, to your organisation]

1. Executive Committee;
2. Finance Committee;
3. Policy Issues and Review Committee; and,

d) Board Development and Recruitment Committee.

16.2 **Ad Hoc Committees:**

There may be ad hoc committees for such purpose as the Board may determine from time to time by resolution. The existence of each ad hoc committee shall be terminated automatically upon the following (whichever first occurs):

1. delivery of its final report;
2. completion of its assigned tasks; or,

c) resolution to that effect by the Board by which it was constituted.

16.3 **Combined and Inactive Committees:**

From time to time, by resolution, the Board may combine the work of two or more ad hoc committees under such name as the Board shall select and the Board may permit any ad hoc committee to be inactive.

16.4 **Committee Procedures:**

Except as otherwise provided by the By-law of [name of the Organisation], all committees are subject to the following:

a) the Chair shall be a Director of [name of the Organisation];

b) the Chair and members shall be appointed by the Board from among the voting members of [name of the Organisation] who are qualified to hold office, for a term of one (1) year, and may be re-appointed for one or more additional terms of one (1) year [revise timeframe as needed];

c) the committee shall meet at least annually [revise as needed], or more frequently at the will of its Chair as required by its terms or reference, and as requested by the Board;

d) the committee shall be responsible to, and report after each meeting to, the Board; and,

e) the committee may establish its own rules of procedure and may appoint sub-committees.

16.5 **Executive Committee:**

The Executive Committee shall be comprised of the Officers of [name of the Organisation] and the Executive Director (in a non-voting capacity). The Executive Committee shall have and exercise all the powers vested in the Board during intervals between meetings of the Board of Directors, except as expressly limited by resolutions of the Directors. The rules and procedures applicable to meetings of the Directors shall apply.

16.6 **Finance Committee:**

The Finance Committee must be comprised, at a minimum, of the Chair and the Executive Director (in a non-voting capacity) and shall be chaired by the Treasurer of the Board of Directors.

Further, the Finance Committee shall do the following:

a) act in an advisory capacity to the Board;

b) meet on a quarterly basis;

c) ensure that financial planning, budgeting, reviewing, and reporting take place;

d) ensure that the Board’s financial decisions are implemented;

e) review the results of all external audits and oversee the development of implementation plans to address recommendations;

f) establish and monitor standards for the financial management of [name of the Organisation];

g) regularly review the financial management standards to ensure that they are current and appropriate; and,

h) present new financial policies and amendments to established policies to the Board for ratification as necessary.

16.7 **Board Development and Recruitment Committee:**

The Board Development and Recruitment Committee shall do as follows:

a) be comprised of at least three (3) members of the Board of Directors and at least one (1) employee representative and act in an advisory capacity to the Board;

b) ensure that there is Board development and, in particular, conduct the following activities:

i. review existing policies on Board development, training, and recruitment to ensure that they are consistent with [name of the Organisation]’s mandate;

ii. at appropriate intervals and on its own initiative, propose and develop new policies for Board consideration on the topics of Board development, training, and recruitment as necessary;

iii. receive, review, and advise the Board on Board development, training, and recruitment put before it by the Executive Director; and,

iv. encourage the development of Board Directors through seminars, conferences, and other learning vehicles.

c) ensure that there is regular recruitment to the Board, and, in particular, conduct the following activities:

i. review applications for admission to the Board of Directors and make recommendations to the Board to fill vacancies on the Board or on committees that occur throughout the year;

ii. from among voting members in good standing, prepare a slate of one or more candidates for each position on the Board of Directors, which will be vacated and for which an election is to be held at the annual meeting;

iii. accept written nominations for a vacant position on the Board of Directors any time prior to ten (10) [revise as necessary] business days before the holding of annual elections at the annual general meeting;

iv. select candidates from among the nominees for the slate of Directors with the following criteria:

* to the greatest extent possible, candidates shall be representative of the following priority groups: [insert as appropriate];
* a candidate’s country of origin and other factors related to geography will be considered to ensure that the slate of candidates for directorship represent the diverse community served by [name of the Organisation]; and,
* women [revise as necessary] with experience in community development, social justice, anti-racism, political, and financial matters will receive favourable consideration.

v. screen all persons to be appointed or elected to the Board of Directors using the above-noted criteria; and,

vi. invite, in their sole discretion, prospective Board members to attend meeting(s) of the Directors or committees as observers to assist in orienting/recruiting the prospects to join the Board of Directors.

16.8 **Policy Issues and Review Committee:**

The Policy Issues and Review Committee shall:

a. be composed of at least three (3) directors and at least one (1) employee representative;

b. act as an advisory body to the Board on all policy issues relating to [name of the Organisation], excluding those within the mandate of the Directors’ Development/Recruitment Committee;

c. review existing policies to ensure that they are consistent with [name of the Organisation]’s mandate;

d. at appropriate intervals and on its own initiative, propose and develop new policies for Board consideration as necessary; and,

e. receive, review and advise the Board on policy issues put before it by the Executive Director.

**ARTICLE 17**

**INDEMNIFICATION AND INSURANCE**

17.1 Every duly elected or appointed director and officer of [name of the Organisation] and his/her heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by [name of the Organisation] from any liability and all costs, charges, and expenses that s/he incurs for any action, suit or proceeding that is proposed or commenced against him/her for anything done or permitted by him/her in the execution of the duties of his/her office, excepting those occasioned by his/her wilful neglect or criminal conduct.

17.2 [name of the Organisation] shall purchase and maintain such insurance for the protection of the directors of [name of the Organisation], as the Board may from time to time determine.

**ARTICLE 18**

**EXECUTIVE DIRECTOR**

18. An Executive Director shall be appointed and shall be accountable to the Board as a whole. The Executive Director shall be responsible for the day-to-day operation of [name of the Organisation] in accordance with the Mandate of [name of the Organisation], guidelines established by government funder(s) and in accordance with [name of the Organisation]’s policies and job description determined from time-to-time by the Board of Directors.

Notwithstanding the generality of the foregoing, the Executive Director shall be responsible for:

a. making determination of the business needs of [name of the Organisation] and authorise payment of monies for those purpose;

b. providing for the administration of the property of [name of the Organisation], both structure and effects; and,

c. in consultation with the Executive Committee of the Board, authorising the employment and dismissal of all personnel of [name of the Organisation], including the setting of salary levels and other terms and conditions of their employment.

**ARTICLE 19**

**EXECUTION OF DOCUMENTS**

19.1 Deeds, transfers, licences, contracts and engagements on behalf of [name of the Organisation], excepting those valued less than $5,000, shall be signed by any two of the President, the Vice-President and the Secretary/Treasurer, and the Executive Director.

19.2 Contracts in the ordinary course of the operations of [name of the Organisation] may be entered into on behalf of [name of the Organisation] by any one of the President, Treasurer or the Executive Director, provided that, any contract imposing obligations on [name of the Organisation] in an amount of $5,000 or more, and renewals of contracts which increase or decrease the obligations of [name of the Organisation] by $5,000 or more shall require prior approval by resolution of the Board.

19.3 The President, or the Vice President or the Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of [name of the Organisation] in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of [name of the Organisation] transfers of shares, bonds, or other securities from time to time transferred to [name of the Organisation], and may affix the seal to any such transfers or acceptances of transfers and may make, execute and deliver under the seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

**ARTICLE 20**

**BOOKS AND RECORDS**

20. The directors shall ensure that all necessary books and records of [name of the Organisation] required by the bylaw of [name of the Organisation] or by any applicable statute or law are regularly and properly kept.

**ARTICLE 21**

**MEMBERSHIP**

21.1 The membership shall consist of the applicants for the incorporation of [name of the Organisation] and such other individuals and such corporations, partnerships and other legal entities who or which are agreement with the principles embodied in the Preamble hereto are admitted as members by the Board of Directors pursuant to the following procedure:

a. Every application shall be on a form authorised by the Board of Directors and shall be accompanied by the appropriate membership fee; and,

b. Every application shall be forwarded to the Directors’ Development/Recruitment Committee for review and to make a recommendation to the Board in relation thereto.

21.2 Individual Membership:

a. Any man or woman or trans-individual who is 18 years of age or over and who is a permanent resident of the area served by [name of the Organisation] as defined in the Preamble hereto, excepting employees of [name of the Organisation] or any other individual whom the Board determines, in its sole discretion, has previously committed any act or acts that is injurious to [name of the Organisation] or its Officers, may apply for acceptance as a voting member of [name of the Organisation].

b. Any man, woman or trans-individual whose application for individual membership has been accepted becomes a voting member of [name of the Organisation] one month following the date of acceptance by the Board of Directors, and such person does not acquire any voting rights until one month following the date of acceptance, but may attend meetings of the memberships and participate in discussion from and after the date of acceptance.

c. A member who subsequently takes up permanent residence outside the area served by [name of the Organisation] thereby ceases to be a voting member and loses all the rights, privileges and obligations of a voting member, but becomes instead an associate member with all the rights, privileges and obligations of an associate member.

21.3 Associate Membership:

a. Any man, woman or trans-individual, who is 18 years of age or over and whose permanent residence is not within the area served by [name of the Organisation], as defined in the Preamble hereto, may apply to become an associate member of [name of the Organisation].

b. A person whose application for associate membership has been accepted becomes a member of [name of the Organisation] one month following the date of acceptance, but may attend meetings of the membership and participate in discussions from and after the date of acceptance.

c. An associate member does not have the right to vote on matters before the membership, nor in elections to the Board, and is not eligible to be elected as a director.

d. An associate member who subsequently takes up permanent residence within the area served by [name of the Organisation] and who is not an employee of [name of the Organisation] may apply for individual membership.

21.4 Organisational Membership:

a. Any organisation and any unincorporated association the majority of whose members are 18 years of age or over and reside within the area served by [name of the Organisation] may apply to become an organisational member of [name of the Organisation].

b. An organisation or an unincorporated association whose application for organisational membership has been accepted becomes a member of [name of the Organisation] one month following the date of acceptance, but may send a representative to all duly constituted membership meetings from and after the date of acceptance and such representative may attend such meetings and participate in the discussion of matters properly before the membership on behalf of the organization.

c. An organisational member does not have the right to vote on matters before the membership, nor in elections to the Board, and is not eligible to be elected as a director.

21.5 Conditions of Membership:

The one-month period referred to in Article 21.2, 21.3 and 21.4 hereof, between the date of acceptance of an applicant by the board and the date an applicant acquires voting rights, may only be abridged upon compliance with each and all of the following:

a. the review and acceptance of the application by the Directors’ Development/Recruitment Committee; and,

b. a report by the Directors’ Development/Recruitment Committee to the Board that the application has been accepted; and,

c. a recommendation by the Board to the membership that the time period should be abridged; and,

d. the unanimous support of those members present, eligible to vote and voting at a duly constituted membership meeting.

21.6 Members, excepting directors, may resign in writing at any time. All members shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to [name of the Organisation] prior to his/her resignation, and such member shall not be entitled to a refund of all or any portion of the membership fee which have been paid.

21.7 Each individual voting member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

21.8 The chair of the Board Development/Recruitment Committee shall promptly inform all members of their admission to membership.

21.9 A member who is in debt to [name of the Organisation] with respect to his/her or its membership fee is not entitled to exercise any membership rights and the membership of any such member is suspended automatically until the member ceases to be in debt to [name of the Organisation].

21.10 An applicant who is in debt to [name of the Organisation] with respect to his/her or its membership fee does not acquire any membership right and does not otherwise become a member until the applicant ceases to be in debt to [name of the Organisation].

21.11 The membership fee for individual, associate and organisational members shall be established by the Board of Directors from time to time.

21.12 a. Individual and associate membership expires two years [or insert other timeframe] from the date the person became a member or the effective date or renewal of his/her membership, but such membership may be renewed from time to time upon payment of the appropriate membership fee in effect at that time.

b. The effective date of renewal of a membership is the later of the date the membership expired and the date membership was renewed.

c. Organisational membership expires one year [or insert other timeframe] from the date the organisation became a member, but such membership may be renewed from time to time upon payment of the appropriate membership fee in effect at that time.

d. Any membership which expired in the month before the date of the annual meeting shall be extended to, and including, the annual meeting.

21.13 The membership of any member may be terminated for cause by resolution passed by two-thirds of the Board of Directors, if they determine that the member has committed an act that is injurious to [name of the Organisation], provided the member is given notice, at least 14 days prior to the meeting at which termination will be decided, of reasons for considering termination and the opportunity to attend and make representations to the Board of Directors personally or by agent prior to such termination being decided.

**ARTICLE 22**

**ANNUAL AND OTHER MEETINGS OF MEMBERS**

22.1 The annual or any other general meetings of the members shall be held at the head office of [name of the Organisation] or elsewhere in [insert country name(s)] as the Board of Directors may determine and on such day as the said directors shall appoint.

22.2 At every annual meeting, in addition to any other business that may be transacted, the directors’ report, the financial statements and the auditor’s report shall be presented and a Board of Directors elected.

22.3 Nominations (from the floor) shall not be accepted by the chair of the annual general meeting. In advance of the general meeting and election, nominees shall submit their resumes and make themselves available for an in-person or tele-conference interview that may be required by the Directors’ Development/Recruitment Committee.

22.4 Auditor(s) shall be appointed by the membership and the Board of Directors shall fix the auditor’s fee at a subsequent meeting of the Board. Except for the amendment of the By-Law, the members may consider any business without any notice thereof at any meeting of the members.

22.5 The Board of Directors, or President shall have the power to call a general meeting of the members of [name of the Organisation] at any time. No public notice or advertisement of members’ meetings, annual or general, shall be required. However, notice of the time and place of every annual or general meeting shall be given to each member by sending the notice by prepaid mail to the members last known address or by transmission by facsimile or by e-mail, 14 days before the time fixed for the meeting. A meeting of members may be held at any time and place without notice only if all the members of [name of the Organisation] are in attendance or, if those absent have signified their consent to the majority of members to hold the meeting in their absence.

22.7 The President, or in his/her absence the Vice President or any other director authorised by the Board, shall chair all meetings of the membership. The Chairperson shall not vote on questions before the membership except in the event of a tie, in which case s/he shall cast the deciding vote.

**ARTICLE 23**

**NOTICE**

23. Notice may be given either personally; or, by depositing same in a post office box in a prepaid sealed envelope addressed to the director, officer or member at his/her address as the same appears on the books of [name of the Organisation]; or, by transmission by facsimile or by e-mail, to such facsimile number or e-mail address, as may be provided by the director, officer or member. A notice or other document sent by post shall be held to be deemed delivered [insert number using words] (insert number) days after the same was deposited in a post office box and [insert number using words] (insert number) days after transmission by facsimile or by e-mail. For the purpose of sending any notice, the address of any member, director or officer shall be his/her last address as recorded on the books of [name of the Organisation].

**ARTICLE 24**

**ERRORS IN NOTICE, MEMBERSHIP MEETINGS**

24. 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 [name of the Organisation] shall invalidate such meeting or make void any proceedings taken thereat and any member may at the time waive notice of any such meeting and may ratify, approve and confirm any or all decisions after the fact.

**ARTICLE 25**

**QUORUM OF MEMBERS**

25. Quorum for the annual general meeting or for a general meeting of [name of the Organisation] shall be [insert number] voting members of [name of the Organisation] present in person, provided that at least [insert number] voting members, other than directors are present in person.

**ARTICLE 26**

**ADJOURNMENTS**

26. Any meetings of [name of the Organisation] may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. Such adjourned meeting may be held notwithstanding that no quorum is present.

**ARTICLE 27**

**VOTING OF MEMBERS**

27.1 At all meetings of members, every question shall be decided by a simple majority of the votes of the members present who are eligible to vote (excepting the Chairperson) unless otherwise required by the by-laws of [name of the Organisation], or by-law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any voting member.

27.2 No voting member may vote by proxy.

27.3 The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the voting members present in person, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of [name of the Organisation]**.**

27.4 In case of an equality of votes at any members’ meeting, whether upon a show of hands or by poll, the Chairperson shall cast the deciding vote.

27.5 A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of [name of the Organisation] shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

**ARTICLE 28**

**FINANCIAL YEAR**

28. Unless otherwise ordered by the Board of Directors, the fiscal year of [name of the Organisation] shall terminate on the [insert number] day of [insert month] in each year.

**ARTICLE 29**

**SIGNING AUTHORITIES, CHEQUES, ETC.**

29. Two persons who are authorized to bind [name of the Organisation] shall act jointly in any of the following three (3) combinations:

a. Two (2) Officers of [name of the Organisation];

b. One (1) Officer of [name of the Organisation] and the Executive Director;

c. The Executive Director and at least one (1) other managerial employee of [name of the Organisation], may sign cheques for monthly rent and other approved recurring operational expenses without limit, and cheques for non-recurring expenses up to a limit of $15,000.00.

Notwithstanding the foregoing, any contract or undertaking that totals over $5,000 must receive prior approval by the Board in accordance with Article 18.2 above.

**ARTICLE 30**

**DEPOSIT OF SECURITIES FOR SAFEKEEPING**

30. The securities of [name of the Organisation] shall be deposited for safekeeping with one or more Banks, trust companies, or other financial institutions to be selected by the Board of Directors.

**ARTICLE 31**

**BORROWING**

31.1 The directors may from time to time:

a. borrow money on the credit of [name of the Organisation];

b. issue, sell or pledge securities of [name of the Organisation]; or,

c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of [name of the Organisation], including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of [name of the Organisation].

32.2 From time to time the directors may authorise any director, officer or employee of [name of the Organisation] or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and condition and to give such additional securities for any monies borrowed, or remaining due by [name of the Organisation] as the director may authorise and generally to manage, transact and settle the borrowing of monies by [name of the Organisation].

**ARTICLE 32**

**DISSOLUTION**

32. It is especially provided that in the event of dissolution or winding-up of [name of the Organisation] all its remaining assets after payment of its liabilities shall be transferred to other non-profit organisations in [insert name of country], having similar objects which are beneficial to the community.

**ARTICLE 33**

**OPERATIONS WITHOUT PECUNIARY GAIN**

33. [name of the Organisation] is to carry on its operation without pecuniary gain to its members and any profits or other accretions to [name of the Organisation] are to be used in promoting its objects.

**ARTICLE 34**

**INTERPRETATION**

34. In these by-laws and in all other by-laws of [name of the Organisation] hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and reference to persons shall include firms and corporation.

**ARTICLE 35**

**ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

35. The By-law of [name of the Organisation] shall be enacted by the directors at a meeting of the board by resolution passed by a simple majority of directors. The By-law shall have effect only until the at next annual meeting of the members of [name of the Organisation], or at a special meeting duly called to consider the By-law, when it shall be confirmed by at least a two-thirds (2/3) majority of the members present, failing which the By-law shall from that time forward cease to have effect.