

**CONSEIL PROVINCIAL DES ASSOCIATIONS DES FEMMES
DIPLOMÉES DES UNIVERSITÉS
PROVINCE DE QUÉBEC**

**PROVINCIAL COUNCIL OF UNIVERSITY WOMEN'S CLUBS
PROVINCE OF QUEBEC**

CONSTITUTION & BY-LAWS as amended
April 25, 1981, November 7, 1981, April 22, 1989,
April 27, 2002, April 21, 2012 and 26 October
2019

In May 1965 the Quebec Provincial Council of
University Women's Clubs was legally registered
by the Quebec government

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CONSTITUTION

ARTICLE I - NAME

The name of this Association shall be the QUEBEC PROVINCIAL COUNCIL OF UNIVERSITY WOMEN'S CLUBS / CONSEIL PROVINCIAL DU QUÉBEC DES ASSOCIATIONS DES FEMMES DIPLOMÉES DES UNIVERSITÉS

ARTICLE II - PURPOSE

1. To promote cooperation and facilitate communication of information and ideas among Canadian Federation of University Women (CFUW) Clubs and Association des femmes diplômées des universités (AFDU) associations in Quebec.
2. To promote the policies and programs of CFUW.
3. To consider and, if deemed advisable, to make representation or approve representations which any member Club may wish to make to appropriate authorities with respect to matters of general interest, national or provincial, but always consistent with the policies of CFUW and the Quebec Provincial Council.
4. To assist Quebec clubs to make any recommendation to the CFUW Board on matters of particular interest to Clubs in cases where the Quebec Clubs may deem it appropriate.

BY-LAWS

ARTICLE I – MEMBERSHIP

Members shall be CFUW Clubs and AFDU Associations in the Province of Quebec.

ARTICLE II - FEES

Annual fees for Clubs and Associations shall be set at an Annual General Meeting

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(AGM) by a majority vote of Council members in good standing. Fees will be payable to the Treasurer of the Quebec Provincial Council no later than the first day of December in each year.

ARTICLE III - FISCAL YEAR

The fiscal year of the Council shall begin on the first day of May and end on the thirtieth day of April in each year.

ARTICLE IV — OFFICIAL LANGUAGES, FRENCH AND ENGLISH

The language in which the Club is registered with the CFUW shall be considered the official language of that Club. At all Council meetings, members shall be entitled to address the meeting in French or in English, at their discretion. All propositions to be voted upon at such meetings will be drafted in both languages before discussion and voting. Minutes of meetings will be drafted in French and in English and both versions of the Minutes shall be sent to each member Club. Communications submitted in writing to member Clubs shall be submitted in both languages.

ARTICLE V — COMPOSITION OF COUNCIL

The Council will be composed of: the President of the Quebec Provincial Council (who will also be the CFUW Vice-President for the Region of Quebec); the two CFUW Regional Directors for the Province of Quebec (one representing the English-speaking Clubs, the other the French-speaking Associations), the Treasurer, Webmistress and one representative (either the President or a delegate) of each member Club.

Non-voting members of Council will include all Quebec Club and Association members who are serving on CFUW National Committees.

ARTICLE VI - EXECUTIVE COMMITTEE

There will be an Executive Committee composed of the President of the Quebec Provincial Council, the CFUW Regional Director English, the CFUW Regional Director French, and the Treasurer.

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The President shall be Chairperson of the Executive Committee and shall preside at all meetings. The quorum for the Executive Committee shall be three.

The Executive Committee shall deal with all matters submitted to it by a member Club and may also submit to member Clubs any national or provincial matters which it considers to be of general interest to the Clubs. If the Executive Committee is not unanimous the matter must be submitted to the Council.

1. Nominations

a. A nomination committee shall be established at the fall mid-year Quebec Provincial Council meeting. The committee shall be comprised of three members, each from a different Club.

b. Nominations for the four positions of the Executive Committee shall be submitted to the nominations committee by February 15 along with a completed nomination form signed by two of the Club's Executive members and the nominee. All applicants for the positions of President or Regional Director must have acquired an understanding of the governance of CFUW and the Quebec Provincial Council as well as the responsibilities and commitment that entails.

c. The nominations committee shall announce the results by March 1. In the case where more than one nominee has been proposed for a position, an election shall take place. Voting will be by secret ballot submitted to the nomination committee by e-mail. The results will be announced no later than March 31.

d. Nominations will be entertained from the floor of the AGM in the case where no nominations have been received for a position. The Executive Committee may fill vacancies that arise during the year.

ARTICLE VII – DUTIES OF EXECUTIVE COMMITTEE & EXECUTIVE

1. The Executive Committee shall conduct all routine business of CFUW and Quebec Provincial Council between Annual General Meetings.

2. The term of office for the Executive Committee shall be two years. Executive Committee members may only serve for a maximum of two consecutive terms. A member may serve one additional term after a delay of at least one term.

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3. The Webmistress will be nominated by the Quebec Provincial Council Executive Committee and the nominees shall be presented at the Annual General Meeting.
4. The Executive Committee shall initiate and take action in accordance with the aims and objectives of CFUW and act to improve communication and cooperation between the Quebec Clubs.
5. All expenditures of a non-routine nature that are over \$100 will require the approval of the Quebec Provincial Council. The vote may be taken by email if a Council meeting is not imminent.
6. The members of the Executive Committee shall have the following duties:
 - i. The President shall (a) chair all Executive, Council and Annual General Meetings of the Quebec Provincial Council (b) be ex-officio member of all committees (c) represent Provincial Council at CFUW (d) maintain the Quebec Provincial Council archives and (e) maintain an archive of the Provincial Resolutions.
 - ii. The Regional Directors shall (a) further the policies and programs of CFUW (b) act as liaison between Clubs and the Quebec Provincial Council and Clubs and CFUW and (c) support Clubs in their activities and provide encouragement and leadership to Club Executive.
 - iii. The Treasurer shall (a) be responsible for all financial matters of the Quebec Provincial Council and keep full and accurate accounts of all receipts and disbursements (b) prepare a financial report and an annual budget and present the same at the Annual General Meeting and (c) have signing authority along with the President. All cheques require the signature of both the Treasurer and that of the President. The Treasurer may only make disbursements for all amounts in the budget or those amounts that have been authorized by Council. For any other disbursements, the Treasurer must obtain written approval of the Executive Committee.

ARTICLE VIII – RESOLUTIONS

1. Any Quebec Club wishing to prepare a resolution for presentation to a Quebec Provincial authority must submit their intent along with the Resolved clauses to the Executive Committee by August 31 for approval to proceed.
2. The initial draft of the full resolution must be distributed to the Council Members prior

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to the October mid-year meeting. The Council may appoint a Resolution Committee if deemed appropriate.

3. The completed draft must be distributed to the Clubs by November 15.
4. Amendments from the Clubs must be returned to the originating Club by February 15.
5. A final draft must be distributed to the Clubs for approval by the clubs by March 15.
6. The Resolution will be presented for approval at the Annual General Meeting of the Quebec Provincial Council. A simple majority vote will determine the decision of Council.
7. Emergency Resolutions
 - a. Any Quebec Club wishing to submit an emergency resolution for presentation to a Quebec Provincial authority must first submit their intent and rationale to be considered an emergency to the Executive Committee for approval to proceed. The Executive Committee must respond within one week with a decision on whether to deem the issue an emergency.
 - b. The Emergency Resolution Draft must be distributed to the Council Members along with a schedule of due dates for the process in line with these guidelines.
 - c. Amendments and comments from the Clubs must be returned to the originating Club within one week.
 - d. The amended Emergency Resolution must be distributed to the Clubs for approval.
 - e. The Emergency Resolution must be approved by vote at a special meeting in person or by conference call, or by e-mail vote, within one week of receipt of the Resolution prior to presentation of the same to a Quebec Provincial authority. In the case of an Emergency Resolution, a two-thirds affirmative vote will be required to determine the decision of Council.
8. Policy – As with the policies of CFUW and Graduate Women International (GWI), that of the Quebec Provincial Council shall all form part of the policy that may be used by the Quebec Provincial Council and its member Clubs for advocacy directed toward the appropriate authority.

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ARTICLE IX – BRIEFS & REPRESENTATION

1. Any Quebec Club wishing to submit a brief or to make representation to a Quebec Provincial authority, must first advise the Executive Committee, and, if the Executive Committee considers the matter to be of provincial interest, it shall inform all member Clubs. If a majority of the Clubs approves the proposal, the Executive Committee will authorize the initiating Club to proceed.
2. Any other member Club wishing to collaborate on the brief may indicate its desire to do so.
3. The member Club preparing the brief shall prepare it in its own official language. It will be translated for the benefit of those Clubs using the other official language or for the Quebec provincial authorities to whom it is destined.
4. The completed brief will be forwarded to the Executive Committee which will immediately send a copy with a translation, to each member Club indicating a time limit within which each Club must indicate if it approves or disapproves the brief or has comments or suggestions to make with respect thereto.
5. If no reply is received from a Club within the prescribed delay, such Club will be considered to have approved the brief.
6. A brief which has received the approval of the majority of Clubs which have replied to the Executive Committee shall be presented on behalf of the Council by the Executive Committee or its delegate to the relevant Quebec Provincial authority.
7. A copy of the brief will also be sent to the CFUW President and CFUW Executive Director.

ARTICLE X

All matters to be submitted by the Executive Committee to the member Clubs must be made in writing or by e-mail or, at its discretion, the Executive Committee may call a general meeting of all members of Council at which such matters may be discussed.

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ARTICLE XI - MEETINGS OF COUNCIL

1. An Annual General Meeting must be held at least once a year, in April or May, for the discussion of all matters of provincial interest and for the receiving of reports. A Written Annual Provincial Council report including bilingual reports from each of the Council members shall be available before the AGM. Non-voting members of Council shall also submit bilingual reports.

2. Annual General Meetings shall be open to all CFUW members in good standing and to all prospective members of Clubs.

3. Notice of the Annual General Meeting must be given by the Executive Committee at least two (2) months before the meeting is to be held. Notice of the fall mid-year meeting and other meetings of Council, as deemed necessary, must be given in writing at least one (1) month before the meeting. In matters of urgency a meeting of the Council must be convened by e-mail forty-eight hours before the meeting.

4. The Annual General Meeting will be hosted by each member Club in turn. The member Club will organize the non-business portion of the meeting, and will be responsible for the cost of hosting the meeting. The host club may charge a registration fee to cover the expenses. The host Club will also provide a secretary to take the minutes of the meeting and arrange to have the minutes translated prior to distribution to all Council members.

ARTICLE XII - QUORUM

The quorum for a meeting of the Council shall consist of a majority of member clubs and associations in addition to the quorum of the Executive Committee.

ARTICLE XIII - VOTING

1. At all meetings of the Council, the representative of each Club shall be entitled to one vote notwithstanding the number of members in the Club which she represents. Each position on the Executive Committee shall be entitled to one vote. The President of Council shall only cast a vote in the case of a tie. Only members in good standing shall be permitted to vote. Voting shall be conducted by a show of hands or secret ballot at meetings, or by e-mail vote, as required. A simple majority vote shall represent the decisions of Council unless otherwise specified.

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2. A Regional Director may carry a proxy vote for a Club provided that a proxy letter signed by the Club President and another member of the Club Executive is previously submitted to the Council.

ARTICLE XIV - SPECIAL COMMITTEES

The Executive Committee may, at its discretion, after consulting the members of the Council, appoint, from time to time, special committees to study any matters of provincial interest which, in its opinion, would be of concern to all member Clubs. Each Special Committee shall report to the Executive Committee and to the Annual General Meeting.

ARTICLE XV - AMENDMENTS

These By-Laws may be amended by a two-third vote of the members of Council present at a meeting of Council called by the Executive Committee for the purpose or at the Annual General Meeting. The notice calling the meeting shall present the text of the proposed amendment(s) which shall be made available to all members of Council at least thirty (30) days prior to the meeting.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the Quebec Provincial Council in all cases where they are applicable and in which they are not inconsistent with the By-laws or Standing Rules of CFUW and the Quebec Provincial Council.

ARTICLE XVII – DISSOLUTION

In the event of the dissolution of The Quebec Provincial Council, all assets remaining after payment of liabilities shall be turned over to the CFUW Charitable Trust Fund for the benefit of the *CFUW 1989 École Polytechnique Commemorative Awards*.