

**Tegaru Women for Tigray (TWT)**

**By-Law**

**Revised on March 20, 2021**

## **BY LAWS OF TEGARU WOMEN FOR TIGRAY (TWFT)**

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## **1. ORGANIZATION: TEGARU WOMEN FOR TIGRAY (TWT)**

### **1.1 Who We are**

Tegaru Women for Tigray (hereinafter TWT) is a non-for-profit organization incorporated under the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 (hereinafter the “*Act*”) dedicated to providing services for Tigray. These include advocacy, social, cultural and educational services, humanitarian relief, rebuilding schools and health center, and collaborating with local and regional experts. Our goal is to empower women’s education and economic growth and health, youth programs and settlement/ rebuild Tegaru in Tigray region or wherever they are.

### **1.2 Vision**

TWT envisions in providing social, cultural and educational services that can alleviate the critical needs of Tegaru women and their families in Canada and Tigray. TWT also aspires to make a meaningful contribution in social justice and elimination of women physical and sexual abuses.

### **1.3 Mission Statement**

- a. To empower Tegaru women by providing social services and workshops such as work placement, skill enhancement and mentoring programs.
- b. To provide advocacy and counselling services on family matters: divorce, parental rights, physical and sexual abuse, etc.
- c. To provide counselling and support services for newcomer immigrants and refugees such as language instructions, translation services and other settlement services that can help them ease to integrate into the Canadian way of life.
- d. To mobilize resources and raised funds to assist low-income women in Tigray advance their livelihood
- e. To reach out Tegaru and help to those in need of humanitarian aids in times of social crisis and natural disasters.

### **1.4 Values:**

- a. We value integrity and transparency
- b. We value Women’s empowerment, social, economic growth, and education that impacts Tegaru women life.
- c. We value honesty and genuine integration within our community
- d. We wish to inspire and to be inspired by others.
- e. We wish to make impactful positive change to all Tegaru people who need help and support.

## **1.5 Aims And Objectives**

- a. To establish, maintain and operate a non-for-profit organization for the benefit of Tegarú in Canada, Tigray and around the world.
- b. To provide cultural advocacy services to be the voice for the voiceless of Tegarú, peace building & healing for Tegarú
- c. To provide empowerment services for Tegarú in a culturally appropriate manner such as providing emotional and financial support to single mother, victims of sexual assault, domestic violence, abuse, torture and humanitarian crisis support.
- d. to provide instruction and training in health, safety and universal precautions, including underage men /women to Tegarú
- e. To provide Professional support in education and career development to allow women to become independent and self-supporting
- f. To provide support when family members are facing a crisis or sick and when someone in the system is dying/depressed in Canada or abroad.
- g. To provide humanitarian aid in the form of building schools, clean drinking
- h. water, food, clothing, and supplying personal hygiene products like medicine, soap and pads.

## **2. CORPORATE MATTERS**

### **2.1 Corporate Seal**

TWT may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary shall be the custodian of the corporate seal.

### **2.2 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by TWT may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of TWT to be a true copy thereof.

### **2.3 Financial Year End**

The financial year end of the TWT shall be March 31<sup>st</sup>.

### **2.4 Banking Arrangements**

The banking business of TWT shall be transacted at such bank, trust company credit union or other firm or TWT carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the TWT and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

### **2.5 Annual Financial Statements**

TWT may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of TWT and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **2.6 Borrowing Powers**

The directors of TWT may, without authorization of the members,

- (a) borrow money on the credit of the TWT;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the TWT;
- (c) give a guarantee on behalf; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the TWT, owned or subsequently acquired, to secure any debt obligation of the TWT.

## **3. MEMBERSHIP**

### **3.1 Classes Of Membership**

Subject to the Articles, there shall be one class of members in TWT. Membership in TWT shall be available only to individuals who are over the age of 18, with good standing in the wider community, who can effectively contribute to the success of TWT's objectives. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of TWT.

### **3.2 Membership Fee**

All members shall pay a monthly \$20.00 membership fee. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not

paid within one calendar month of the membership renewal date, the members in default shall automatically cease to be members of TWT.

### **3.3 Request For Reduced Fee Or Exemption**

The membership fee may be reduced or exempted, at the Board's discretion, if an individual lives in a shelter, or earns an annual income of \$20,000.00 or under. Members seeking a reduced fee or exemption must submit a to the Board. Upon receipt of the request for reduced fees or exemption, the Board shall review the request and seek further information as necessary. The request shall be granted upon the consent of at least 5/7 directors.

### **3.4 Termination Of Membership**

A membership in the TWT is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- a. the member dies, or, in the case of a member that is a TWT, the TWT is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.1 of these By-laws;
- c. the member resigns by delivering a written resignation to the head office of the TWT, in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.3, below, or the members' membership is otherwise terminated in accordance with the Articles or By-laws;
- e. the member's term of membership expires; or
- f. the TWT is liquidated or dissolved under the *Act*.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the TWT, automatically cease to exist.

### **3.5 Discipline Of Members**

The Board shall have authority to suspend or expel any member from TWT for any one or more of the following grounds:

- a. violating any provision of the Articles, By-laws, or written policies of TWT;
- b. carrying out any act which may be detrimental to TWT as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of TWT.

In the event that the Board determines that a member should be expelled or suspended from membership in TWT the president, or such other officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to

the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in TWT. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

#### **4. MEMBERS' MEETINGS**

##### **4.1 Notice Of Meetings Of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

##### **4.2 Place Of Members' Meetings**

Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the members of TWT.

##### **4.3 Persons Entitled To Be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of TWT and such other persons who are entitled or required under any provision of the *Act*, Articles or By-laws of TWT to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

##### **4.4 Waiving Notice**

A member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting, waive notice of the meeting. The member's or other person's attendance at the meeting is a waiver of notice of the meeting, unless the member or such person, as the case may be, attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.5 Chair of the Meeting**

The chair will chair a meeting of the members. If the president is absent, then the secretary shall chair the meeting.

#### **4.6 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If TWT has only one member, the member present in person or by proxy constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.10 of this By-law, by telephone or by other electronic means.

#### **4.7 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the *Act*, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

#### **4.8 Show of Hands**

Subject to the *Act* and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

#### **4.9 Ballots**

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

#### **4.10 Resolution in Lieu of Meeting**

Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A majority vote of the members shall be required to approve any matter that can be voted on by written resolution. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

#### **4.11 Participation by Electronic Means at Meetings of Members**



If TWT chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that TWT has made available for that purpose.

#### **4.12 Meeting of Members Held Entirely by Electronic Means**

If the Board or the members of TWT who are entitled to vote call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **5. BOARD OF DIRECTORS AND COMMITTEES: ELECTION AND TERM**

#### **5.1 Election and Term**

Subject to the Articles, the members will elect the directors at the first meeting of members and at each second annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. No person may sit as a Director for more than eight (8) consecutive years following the adoption of this amended By-law

#### **5.2 Number of Directors**

The Board shall consist of a minimum of 5 and maximum of 11 directors.

#### **5.3 Qualifications**

To be eligible to serve as a director, an individual must be above 25 years of age and not be an undischarged bankrupt. Immediate family members may not serve as directors at the same time.

#### **5.4 Vacancy in or Removal from Office**

The office of director shall be automatically vacated:

- a. if a director shall resign his/her office by delivering a written resignation to the secretary of the TWT;
- b. if he/she is found by a court to be of unsound mind;
- c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- d. if at a special general meeting of members an ordinary resolution is passed by the members entitled to vote that he/she be removed from office;
- e. on death; or
- f. if a director is absent from 2 Board meetings without leave of the Board.

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director's term.

### 5.5 Remuneration

The directors shall serve as such 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.

### 5.6 Officers:

The Board shall consist of: Chair, Vice-Chair Secretary, Financial officer, Treasurer, Public Relations Officer, and two members directors.

### 5.7 Term

As long as the required vote is granted by the members of the organization every second years of AGM the directors can be re-elected, however, no person may sit as a director for more than eight (8) consecutive years following the adoption of this amended By-law.

director can serve Meetings

All directors are required to attend at least 2 Board Meetings within the year.

## 6. EXECUTIVE COMMITTEE

### 6.1 Description of Officers

Unless otherwise specified by the Board, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the TWT, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by resolution designate other officers of the TWT:

- a. **Chair** –The Chair shall preside at all Board member meetings ensure the meeting is conducted correctly, oversee the affairs management and

operation of TWT and in the absence of the chair the secretary presides at board meetings. The Chair shall sign all bylaws, official correspondence, perform any duties requested by the Board. The shall use and safeguard the corporate seal and sign the organizational Correspondence. Seal must be kept secured place.

- b. **Secretary** – The Secretary shall oversee the maintenance of the membership lists, record the minutes of the meeting and maintain the books. The Secretary shall also assist the public relations officer in membership renewals.
- c. **Treasurer** – The Treasurer is responsible for the organization financial management in conjunction with Financial officer. The Treasurer shall present financial reports at Board committee meetings and at the AGM. The treasurer with financial officer shall assist in preparing and monitoring the budget, maintain bank records, all the donation and the expedites are correct record and reporting.
- d. **Financial Officer:** The Financial officer will oversee all financial transactions record of the organization, keeps financial books, cheques and when The financial officer shall provide monthly statements to the Chair and TWT, ensure that all financial transactions are properly carried out and receipted, and correct financial information for the fiscal year in order to submit to Revenue Canada. The financial officer is also responsible for filling taxes with the government. Finally, the financial officer shall keep TWT informed about TWT's financial information and maintain financial documents for a period of five years.
  - i. He/she shall l keep the organization informed about the financial situation to the chairwomen and to the Board Directors.
  - ii. She/she shall get all documents signed and stored for 5 years
  - iii. He/she shall shall prepare tax documents and file all the necessary paperwork to Canada Revenue Agency every year.
- e. **Public Relations Officer:**

The Public Relations Officer serves as a key role in building relationships between TWT and other NGOs and finding sister organization. The Public Relations officer is also responsible for expanding the membership of TWT within the Tegarū community, and for the announcement, broadcasting, publication, and advertising of TWT's upcoming events.

## 6.2 Appointment

Officers of the TWT shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members.

## 6.3 Holding Multiple Offices

Any two offices may be held by the same person and officers need not be directors.

#### **6.4 Remuneration**

Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

#### **6.5 Removal**

Any officer shall be subject to removal by ordinary resolution of the Board at any time.

#### **6.6 Vacancy in Office**

If the office of any officer of the TWT shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

### **7. MEETINGS OF THE BOARD**

**7.1** Meetings of the Board occur monthly and additional meetings may be called by the Chair, or Secretary or the request of at least 2 Directors.

#### **7.2 Quorum**

**A majority of the Board shall constitute a quorum for meetings of the Board.**  
Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the TWT. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority vote of those present.

#### **7.3 Committees**

The Board shall strike a fundraising committee, social and advocacy committee, and community support group committee, as well as any additional advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by ordinary resolution of the Board.

#### **7.4 Participating in Directors Meetings by Electronic Means**

A director may, in accordance with the Regulations, if any, and if all the directors of the TWT consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

### **8. FINANCE**

- a. The Fiscal year starts on Jan 1 and ends Dec 31 of each year.
- b. There shall be no financial remuneration for voluntary of services of the Board members.

- c. All receipts will have to be signed by Chair and Financial officer.
- d. Audit of the organization will be conducted by internal or external auditor every year.
- e. There will be an Annual General Meeting to provide details of the budget which has to be informed 10 days prior to the meeting. Fiscal matters will have to be transacted by March 31st of the year.

## **9. NOTICE**

### **9.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the *Act*, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (e) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the TWT or in the case of notice to a director to the latest address as shown in the last notice that was sent by the TWT in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (f) if mailed to such person at such person's address as shown in the records of the TWT by prepaid ordinary or air mail; or
- (g) if sent by courier to such person at such person's address as shown in the records of the TWT; or
- (h) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the TWT; or
- (i) if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the TWT

to any notice or other document to be given by TWT may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **9.2 Invalidity of any provisions of this By-law**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

## **9.3 Omissions and Errors**

The accidental omission to give any notice to any members, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the TWT has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **10. CONFIDENTIALITY**

**10.1** The Board of Directors shall not discuss or disclose information about the Board or its activities to any person or entity unless such information is already public knowledge such a person may be dismissed.

**10.2** Each Board Member shall execute a confidentiality agreement consistent herewith upon being voted out and accepting appointment with the Board of Directors.

## **11. CODE OF CONDUCT:**

- (a) Promote accountability and transparency
- (b) Avoid conflicts of interest
- (c) Promote respect among each other
- (d) Promote Integrity and honesty
- (e) Advocate for Justice and fairness to all
- (f) Provide truthful information
- (g) Honoring public trust
- (h) Respect human rights and dignity

## **12. BY-LAW AMENDMENTS AND/OR REPEALING OF BY-LAWS**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of TWT. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the

members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act*.

**13. ADOPTION OF THE BYLAWS**

- (a) We the undersigned are all members of the TWT and we consent and hereby do, adopt the following Bylaws consisting of the preceding pages as the Bylaws of the nonprofit
  
- (b) Adopted and approved by the Board of directors of the nonprofit.