



By-laws

Oct 26, 2022

Women in Resource Development Corporation
& Educational Resource Center (WRDC-ERC)
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TABLE OF CONTENTS

Amended Dates1
DefinitionsRegistered Office.....1
Mandate2
Directors3
Officers7
Protection of Directors, Officers and Others8
Notices.....9
Business of the Corporation10
APPENDIX A - Amendments12

Amended Dates:

OCTOBER 1, 2009
JANUARY 25, 2013
JUNE 11, 2014 Ver. 1
JULY 16, 2014 Ver. 2
JULY 21, 2014 Ver. 3
FEBRUARY 15, 2015
MARCH 17, 2015
MARCH 18, 2019
AUGUST 20, 2019
OCTOBER 30, 2019
JANUARY 19, 2021
OCTOBER 26, 2022

Definitions

Board Member/Director – means a person appointed to the Board of WRDC-ERC

Chair/Chairperson of the Board of Directors – means a Board Member appointed to carry out the responsibilities of Chairperson.

Chief Executive Officer/CEO - means chief employee of the Board, responsible for overall management of the organization.

Conflict of Interest – means generally any situation in which a Board member or employee has or promotes an interest which results in:

- a) any interference with the objectivity with which they are expected to exercise responsibilities and duties to and on behalf of the Board; and/or
- b) any situation where:
 - i. a Board member's or employees' personal interests, those of a family member, a close friend, a business associate, or
 - ii. a corporation or partnership in which a Board member or employee holds a significant interest, or
 - iii. person to whom the Board member or employee owes an obligation could influence the Board member's or employee's decisions and impair the Board member's or employee's ability to fairly, objectively and impartially represent the interests of the Board, and/or

- c) any advantage or material gain to the Board member, employee and/or to other persons with whom they do not deal at arm's length, by virtue of the relationship in their role on the Board or as an employee.

Executive – means the three-member Executive of the Board of WRDC-ERC and consists of a Chair, Vice-Chair, and Treasurer elected from within the Board.

Secretary – means the person designated to be the secretary of all meetings of the Board, members and committees. The secretary shall enter or cause to be entered in the Corporation's records, minutes of all proceedings at such meetings, and shall give or cause to be given, notices to members, directors and committees.

Treasurer – means a Board Member appointed to carry out the responsibilities of the Treasurer position.

Vice-Chair – means a Board Member appointed to carry out the responsibilities of the Vice Chair position

Women – “means anyone who identifies as a woman and explicitly includes not only cis women but also trans women, anyone who identifies as non-binary, nonconforming and/or gender fluid; and anyone, irrespective of assigned gender at birth, gender identity and gender expression, who has experienced or is subject to experiencing discrimination based on identifying as a woman and/or being identified by others as a woman.

Registered Office

- 1.01 The registered office of the WRDC-ERC shall be located in the Province of Newfoundland and Labrador.

Mandate

- 2.01. The mandate of WRDC-ERC is to be leaders in diversity by

- 2.01.1. offering approved programs and services to raise awareness of and provide linkages for women to trades and technology opportunities, and

- 2.01.2. finding solutions to common issues affecting women which relate to entering and/or remaining in trades and technology careers.

Directors

3.01. Number and Quorum

3.01.1. The number of Directors shall be ten (10). A quorum for the transaction of business at any meeting of Directors shall be a majority unless the by-laws or governance policies state otherwise.

3.02. Board Structure

3.02.1. The Board shall be comprised of a maximum of 10 Directors as follows: a Chair, a Vice-chair, and a Treasurer to serve as the Executive Committee; and seven other Directors-at-large based on the strategic priorities of the Board.

3.02.2. The Board shall not fail to choose the members of the Executive each year.

3.02.3. The Chief Executive Officer (CEO) or their designate shall act as the Secretary to the Board and shall record and maintain the minutes of the proceedings of the Board.

3.03. Appointments for Board of Directors

3.03.1. The Board shall not fail to outline the appointment process in its Governance policies.

3.04. Term of Office

3.04.1. Each Director shall hold office for a term of three years following their appointment. A Director may only hold two consecutive full terms. After a period of absence of one year, a former member shall again become eligible to put their name forward to serve as a member of the Board of Directors.

3.05. Removal from Office

3.05.1. Following discussion of the Board of Directors at a special meeting of the WRDC-ERC, the office of a Director shall be vacated by a motion and 2/3 affirmative vote of the sitting board members, if the Director:

- a. Acts against the stated objectives of the Corporation;
- b. Is found to be in an undeclared conflict of interest;

- c. Is negligent in carrying out their duties as a Director; or
- d. Is convicted of a crime which could affect the operations of the Board of WRDC-ERC.

3.06. Resignations

3.06.1. The office of the Director shall be considered vacated when the Director

- a. resigns their office by presenting 30-day notice in writing to the Board Chair of WRDC-ERC; or
- b. is deemed to have resigned by virtue of missing three (3) meetings in a rolling one-year period.

3.07. Board Vacancies

3.07.1. Board of Director positions may be filled by appointment and specifically:

- 3.07.1.1. If the Chair position becomes vacant, the Vice-Chair shall fill the position until such time that it is up for election.
- 3.07.1.2. If the Vice-Chair position becomes vacant, the position shall be filled from within by electing an existing Director-at-large.
- 3.07.1.3. If the Treasurer position becomes vacant, the position shall be filled from within by electing an existing Director-at-large or following the appointment process.
- 3.07.1.4. Any vacancy will be appointed within a 12-month period.

3.08. Action by Directors

- 3.08.1. The Directors shall set governance policy and direction for the organization, follow the code of ethics and standards of behavior, plan strategically, and fulfil the governance role outlined in the governance policies.
- 3.08.2. The Directors shall have procedures in place to ensure that Financial Statements are prepared, audited and presented at its Annual General Meeting.

3.09. Calling and Notice of Meetings

- 3.09.1. Meetings of the Directors shall be held at least seven times per year, including the Annual General Meeting, at such time and place as the Board, or a quorum of Directors may determine.

- 3.09.2. The Directors shall designate the place and time at which such meetings are to be held.
- 3.09.3. A copy of a resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed and each Director shall receive a 10-day notice of each regular meeting.
- 3.09.4. Meetings of the Directors may be held at any time without notice if all the Directors have waived, or are deemed to have waived, notice.
- 3.09.5. Special meetings shall only be convened to deal with emergencies or where time-limited decisions are required.
- 3.09.6. Notice of the time and place of each special meeting of Directors shall be given to each Director in writing by electronic notification and shall specify the business to be transacted at the meeting.

3.10. Annual General Meeting

- 3.10.1. An Annual General Meeting, which is open, shall be held once per year. The meeting shall be planned by the Board. The purpose of the meeting is to present the highlights of projects of WRDC-ERC, the audited financial statement and management letter, and election of the Executive.

3.11. Presiding Over Meetings

- 3.11.1. All meetings shall be facilitated by:
 - 3.11.1.1. The Chair of the Board, who has been duly elected by the Board of Directors, or in their absence
 - 3.11.1.2. The Vice-Chair, who has been duly elected by the Board of Directors, or in their absence
 - 3.11.1.3. The Treasurer.

3.12. Conduct of Meetings

- 3.12.1. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have the casting vote.

3.13. Remuneration and Expenses

- 3.13.1. Directors shall not receive any remuneration for their Board services.
- 3.13.2. Directors shall be reimbursed for out-of-pocket expenses as outlined in the Governance Policies.

3.14. Declaration of Conflict of Interest

- 3.14.1. Every Director of WRDC-ERC who is party to a material contract or a proposed material contract with WRDC-ERC or who is a Director or Officer of or has a material interest in any party who is party to a material contract, or a proposed material contract with WRDC-ERC shall disclose the nature and extent of the interest or conflict of interest.
- 3.14.2. All such disclosures shall be made at the time of receipt of the agenda or at the first possible time thereafter.
- 3.14.3. The Director shall follow the Conflict of Interest policies and shall not remain in the boardroom or ask for supporting materials during any discussion of agenda items where there is a conflict of interest.

3.15. Committees

- 3.15.1. The Executive Committee of the Board of Directors has the power of the Board as outlined in the Governance Policies.
- 3.15.2. The powers delegated to ad hoc committees shall be outlined in the Governance Policies.
- 3.15.3. Each ad hoc committee, panel or advisory group shall present the issue, options, and associated benefits and risks to the Board as a whole for decision making

3.16. Dispute Resolution

- 3.16.1. The Board shall have a process in place to resolve disputes amongst Board members.

Officers

4.01. Corporate Record Keeping

- 4.01.1. The Board shall implement Governance Policies regarding Minutes, including requirements for recording, maintaining and publishing.
- 4.01.2. The Chief Executive Office shall be the custodian of all records, books, documents and all other instruments belonging to the Corporation

Agents and Attorneys

- 4.02. The Directors have the power, in accordance with the Board's voting procedures, to appoint agents or attorneys for the Corporation in Canada with such powers of management or otherwise as the Directors may specify.

Protection of Directors, Officers and Others

Indemnification of Directors and Officers

- 4.03. The Corporation shall indemnify a Director or Officer, a former Director or Officer.
- 4.04. No Director or other Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for the loss or damage arising from the bankruptcy or insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by their part or for any other loss, damage or misfortune whatever which shall happen to the execution of the duties of their office or in relation thereto, unless the same happened through their own dishonesty.
- 4.05. Every Director or Officer of the WRDC-ERC or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against
- 4.06. All costs, charges and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other persons for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them in or about the execution of the duties of such Officer or in respect of any such liability; and
- 4.07. All other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof except where such costs and charges or expenses are occasioned by their own willful neglect or default.
- 4.08. All board members shall hold WRDC-ERC harmless for any harm that occurs while travelling on WRDC-ERC business.

Notices

General

- 5.01. A notice or document required by the *Corporations Act* R.S.N.L. 1990-c, the regulations there under, the articles or the by-laws of the Corporation to be sent to a member or Director of the Corporation may be sent by email, prepaid ordinary mail addressed to, or may be delivered personally to, the member or Director at their latest address as shown in the records of the Corporation.
- 5.02. A notice or document, if mailed or emailed to a member or Director of the Corporation, shall be deemed to have been given when deposited in a post office or public letter box or when sent from the originator's electronic device.
- 5.03. If the Corporation sends a notice or document to a member in accordance with this section and the notice or document is returned on three consecutive occasions, the Corporation is not required to send any further notices or documents.

Omissions and Errors

- 5.04. The accidental omission to give any notice or send any document to any member, Director or other person or the non-receipt of any notice or document by any member, Director or other person or any error in any notice or document not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

Proof of Service

- 5.05. A letter from the Chair or other duly authorized officer of the Corporation, or of any agent of the Corporation, as to the facts in relation to the mailing, delivery or sending to any Director of the Corporation or to any other person or publication of any notice or document, shall be conclusive evidence thereof and shall be binding.

Business of the Corporation

Bank Accounts, Cheques, Drafts and Notes

- 6.01. The Corporation's bank accounts shall be kept in such banks or financial institutions the Directors may by resolution from time to time determine.
- 6.02. Cheques on bank accounts, drafts drawn or accepted by the Corporation, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments or a like nature may be made, signed, drawn, accepted or endorsed, as outlined below and in Governance policies.

Execution of Instruments

- 6.03. Two designated Board members, the Chief Executive Officer, and the Chief Operating Officer shall have authority to sign in the name, and on behalf, of the Corporation instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 6.03.1. Any two of the designated Board members, the Chief Executive Officer, and the Chief Operating Officer shall sign cheques up to \$5,000.
- 6.03.2. All cheques over \$5,000 are to be signed by any two of the designated Board Members and the Chief Executive Officer.
- 6.04. The Board of Directors is to approve the opening of any new savings bank accounts, investment accounts and/or credit facilities. Funds transferred into the account must be approved by the Board of Directors prior to transfer, and fund transfers out of the account must follow the policies in place by the Organization's By-laws.
- 6.05. Internally restricted funds are for use by the discretion of the Board of Directors. The funds will be used to meet the needs of the Organization in line with the Organization's mission, objectives and values. The primary objective of these funds is to ensure there is sufficient reserve set aside for use in areas of immediate and/or future need such as Organization dissolution. As well, the funds should be used for expenditures not covered by current approved funding. The decision for use of the funds to be approved by the Board of Directors.
- 6.05.1. In this By-law, the Board of Directors shall have authority to approve the transfer of any funds from unrestricted funds into internally restricted funds.

Fiscal Year

6.06. The fiscal year of the Corporation shall terminate on March 31st.

Interpretation

6.07. In this By-law, wherever the context requires or permits, the singular shall include the plural and the plural the singular, the word “person” shall include firms and Corporations, and reference to gender shall include any gender.

6.08. Wherever reference is made to any determination or other action by the Directors, such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto.

6.09. Wherever reference is made to “The Corporations Act” or the “Act”, it shall mean the Corporations Act, R.S. N.L. 1990-c. C-36 and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor.

6.10. Unless the context otherwise requires, all words used in these By-laws shall have the meanings given to such words in the Act.

Force and Effect

6.11.1 These By-laws shall come into force and take effect on the date approved by the Directors of the Corporation.

6.11.2 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

Amendments to By-Laws

6.11. The Board of Directors shall, with 2/3 affirmative vote of all sitting Board members, have the authority to amend WRDC-ERC’s By-laws between public Annual General Meetings, which amendments shall be reported at the next public Annual General Meeting of WRDC-ERC at which time such amendments must be reviewed and adopted annually ratified by the Board in order to continue in force and effect.

APPENDIX A - Amendments

October 26, 2022

- Added:
 - Definitions
 - Board Structure – Role of Secretary
 - Actions of Directors – Responsibility for Annual Financial Statements
 - Conduct of Meetings – Voting requirements
 - Dispute Resolution – Requirements to resolve disputes amongst Board members
- Modified:
 - Mandate – update to reflect gender diverse language
 - “Minutes” revised to reflect “Corporate Record Keeping Requirements”
 - Agents and Attorneys – appointment in accordance with voting requirements
 - Effective Date – Modified to “Force and Effect” and incorporated invalidity provisions
 - Remuneration of expenses – revised to Remuneration and Expenses
- Deleted:
 - Office located in “greater St. John’s area”
- Adjusted/revised numbers as need due to revisions

January 19, 2021

- Added:

6.04 The Board of Directors is to approve the opening of any new savings bank accounts, investment accounts and/or credit facilities. Funds transferred into the account must be approved by the Board of Directors prior to transfer, and fund transfers out of the account must follow the policies in place by the Organization’s By-laws.

6.05 Internally restricted funds are for use by the discretion of the Board of Directors. The funds will be used to meet the needs of the Organization in line with the Organization's mission, objectives and values. The primary objective of these funds is to ensure there is sufficient reserve set aside for use in areas of immediate and/or future need such as Organization dissolution. As well, the funds should be used for expenditures not covered by current approved funding. The decision for use of the funds to be approved by the Board of Directors.

6.05.1. In this By-law, the Board of Directors shall have authority to approve the transfer of any funds from unrestricted funds into internally restricted funds.
- Adjusted/revised numbers as needed due to the added clauses

October 30, 2019

- Removed the Insurance heading and revised 4.12 in the By-laws to
4.12 All board members shall hold WRDC-ERC harmless for any harm that occurs while travelling on WRDC-ERC business.

August 20, 2019

- Housekeeping:
 - Updated format, logo, and contact information
 - Inclusive language - He/She and His/Her was replaced with They/Their
 - Executive Director replaced with Chief Executive Officer (CEO)

- Directors:
 - Director at Large position on the executive committee revised to Treasurer, associated revisions to
 - 3.02.1 – Board Structure
 - 3.07.1.3 – Vacancy in Treasurer position
 - 3.11.1.3 – Presiding over Meetings

 - Removal from Office and Resignations:
 - 3.05.1 – Calls for discussion and vote of Board to remove Director if a) Director fails to attend three meetings in a one-year period (REMOVED)
 - 3.06.1 – Revised to address at section a) resignations requiring 30-day notice (existing) and b) deemed resignation by virtue of missing 3 meetings in a rolling twelve-month period (ADDED)

- Directors (cont'd):
 - Board Vacancies – 3.07.1.4 revised to clarify language “Vacancies appointed within a twelve-month period”
 - Calling and Notice of Meetings – 3.09.1 revised from “any five Directors” to “a quorum”

- Execution of Instruments:
 - 6.03 revised to:
 - Two (rather than three) designated Board Members, plus CEO (existing) and COO (new)

- Appendix A
 - Added to capture schedule and details of By-laws revisions