

Ending Violence Association of Canada

Constitution

1. The name of the Corporation shall be the Ending Violence Association of Canada (EVACAN).
2. The Purposes of EVACAN shall be:
 - a. To advance education by providing training to those who work in criminal and family justice, health and social service systems, educational institutions, and corporations across Canada to better recognize and respond to the needs of people who have been victims of gender based violence such as, sexual assault, relationship violence/abuse, child abuse, both historic and recent, criminal harassment and other similar crimes in Canada.
 - b. To advance education by providing training to the staff and volunteers of provincial or territorial organizations who devote significant efforts to assisting the needs of victims of gender based violence such as sexual assault, relationship violence/abuse, child abuse, both historic and recent, criminal harassment and other similar crimes in Canada.
 - c. To engage in research, resource development, and distribution to support the staff and volunteers of provincial or territorial organizations who devote significant efforts to assisting the needs of victims of gender based violence such as sexual assault, relationship violence/abuse, child abuse, both historic and recent, criminal harassment and other similar crimes in Canada, as well as for the benefit of members of the general public.
 - d. To develop and maintain service standards for provincial or territorial organizations who devote significant efforts to assisting the needs of victims of gender based violence such as sexual assault, relationship violence/abuse, child abuse, both historic and recent, criminal harassment and other similar crimes in Canada.
 - e. To work with national organizations, educational institutions and other key organizations in related fields to ensure cross sectoral collaboration and information exchange at the national level
3. Upon the winding-up or dissolution of EVACAN, any funds and assets of EVACAN remaining after the satisfaction of its debts and liabilities shall be given or transferred at the time of winding-up or dissolution to a Registered Charity whose purposes most nearly meet those of EVACAN as chosen by the members. Members of EVACAN shall not have any interest in the property or assets of EVACAN upon dissolution.
4. The affairs of EVACAN will be carried on without purpose of gain for its members and conducted so as to promote the purposes of EVACAN.

A by-law relating generally to the conduct of the affairs of
the Ending Violence Association of Canada
(the "EVACAN")

BE IT ENACTED as a by-law of EVACAN as follows:

1. Definition

In this by-law and all other by-laws of EVACAN, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of in EVACAN or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of EVACAN;

"board" means the board of directors of EVACAN and "director" means a member of the board;

"by-law" means this by-law and any other by-law of EVACAN as amended and which are, from time to time, in force and effect;

"members" are those persons and organizations that have qualified for membership in accordance with these bylaws and membership policy.

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of EVACAN that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

EVACAN 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 of EVACAN shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by EVACAN 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 and 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 EVACAN to be a true copy thereof.

5. Financial Year

The financial year end of EVACAN shall be determined by the board of directors.

6. Banking Arrangements

The banking business of EVACAN shall be transacted at such bank, trust company or other firm or EVACAN carrying on a banking business in Canada or elsewhere as the board of directors 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 EVACAN and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

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

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

8. Membership Conditions

Subject to the articles, there will be two classes of members in EVACAN.

1. Full and 2. Associate.

Full membership is available to provincial or territorial organizations that support programs in their province or territory who devote significant efforts to assisting the needs of victims of sexual assault, relationship violence/abuse, child abuse, both historic and recent, criminal harassment and other similar crimes in Canada.

Full members shall be entitled to receive notice of, attend and vote at all meetings of the members of EVACAN.

Associate members are those persons who wish to support the purposes of EVACAN and have applied and been accepted by the Board. Each associate member is entitled to receive notice of, and attend the meetings of members of EVACAN. Associate members do not vote.

Members admitted to membership shall:

- a. further the purposes of EVACAN;
- b. apply and been accepted to membership pursuant to the policies and procedures of EVACAN;
- c. pay membership dues.

9. Membership Transferability

A membership may not be transferred.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member at the meeting by regular mail, telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 days before the day on which the meeting is to be held.

11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of EVACAN.

13. Termination of Membership

A membership in EVACAN is terminated when:

- a. written resignation is received;
- b. the membership is otherwise terminated in accordance with the articles or by-laws;
- c. the term of membership expires;
- d. in the case of the death of an associate member; or
- e. EVACAN is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of EVACAN, automatically cease.

15. Suspension of Members

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

- a. violating any provision of the articles, by-laws, or written policies of EVACAN;
- b. carrying out any conduct which may be detrimental to EVACAN 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 purposes of EVACAN.

In the event that the board determines that a member should be expelled or suspended from membership in EVACAN, the chair, vice chair or such other officer as may be designated by the board, shall provide twenty (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 chair, vice chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, vice chair, 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 EVACAN. 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 twenty (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.

16. Place of Members' Meeting

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.

17. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of EVACAN are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

18. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

19. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 3 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.

20. Votes to Govern at Members' Meetings

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 questions. 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 shall have a second or casting vote.

21. Participation by Electronic Means at Members' Meetings

If EVACAN chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate 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 EVACAN has made available for that purpose.

22. Members' Meeting Held Entirely by Electronic Means

If the directors or members of EVACAN 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 with each other during the meeting.

23. Number of Directors

The board shall consist of no fewer than 3, and no more than 14 directors, In at least two of whom are not officers or employees of EVACAN or its affiliates. Directors are to be designated in accordance with Board policy.

24. Term of Office of Directors

At the first election of Directors following the approval of this by-law, directors shall be elected for a two-year term. Thereafter the terms of directors are to be staggered in accordance with Board policy.

25. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

26. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of EVACAN not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if required by the Act.

A director may in accordance, with the regulations, attend the meeting by consent of the directors, by way of electronic, telephonic or other communication methods means so long as all members are able to communicate directly with one another. A director so participating is deemed to be at the meeting.

28. Votes to Govern at Meetings of the Board of Directors

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 a second or casting vote.

29. Committees of the Board of Directors

The board may from time to time appoint any committee or other 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 resolution of the board of directors.

30. Appointment of Officers

The board may designate the offices of EVACAN, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to

such officers the power to manage the affairs of EVACAN. A director may be appointed to any office of EVACAN.

31. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of EVACAN. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director, or
- d. such officer's death.

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

32. Method of Giving any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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:

- a. 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 EVACAN or in the case of notice to a director to the latest address as shown in the last notice that was sent by EVACAN in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. 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; 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, or her designate, 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.

33. 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.

34. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where EVACAN 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.

35. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of EVACAN are as much as possible to be resolved in accordance with EVACAN's dispute resolution policy.

36. By-laws and Effective Date

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 EVACAN. 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 because such by-law amendments or repeals are only effective when confirmed by members.