AVANTE WOMEN'S CENTRE

By-Laws

June 18, 2025

ADOPTED by the Board of Directors on May 20, 2025

ADOPTED & AMENDED at the Annual General Meeting on June 18, 2025

By-Laws

Article 1: Name

1.1 The corporation's name as set out by its letters patent is Association Avante. However, it also goes by Avante and/or Avante Women's Centre.

1.2 Association Avante is a limited liability non-for-profit entity governed by the third part of the Province of Québec's Companies Act (Loi des compagnies du Québec).

Article 2: Headquarters

The corporation's headquarters are in the city of Bedford, in the province of Québec.

Article 3: Territory

Avante carries out its activities across the regional municipality county of Brome Missisquoi (commonly known as the "MRC" of Brome Missisquoi).

Article 4: Mission

Avante's Mission is to:

- Operate a women's centre geared towards providing access to services and resources for English-speaking women in the Brome Missisquoi area and coming together to learn, raise awareness and lend support in a safe and neutral space.
- Promote and defend gender equality and the rights of women.
- Encourage women to rally together around the cause of defending their rights and contributing to their communities through political, social, educational activities and training programs.

Article 5: Objectives

5.1 Main Objective

Avante is a charitable feminist organization that offers support and seeks to empower women of all backgrounds, including racialized women, refugees and im/migrants, providing them with the means to improve their quality of life.

5.2 Specific Objectives

- Operate a drop-in and referral centre for the purpose of supporting, welcoming and accompanying English-speaking women who are alone and/or isolated, due to linguistic, geographical, economical, sociological and psychological factors.
- Provide access to community life, encouraging solidarity and mutual support.

- Build a support network between the area's various service points and regional partners to connect women to essential resources.
- Educate, and raise awareness among women about their living situations, their health and well-being, and their rights, through training, information sessions and workshops.

Article 6: Membership

<u>Types of Members</u>

- Active Member: An Active Member is a woman who holds a valid membership card and who shares the values and supports the principles and code of conduct that govern Avante.
- Support Member: A Support Member is a person, association or institution that supports Avante and that shares the values and supports the principles and code of conduct that govern it. These members do not have voting rights and cannot be elected to Avante's Board of Directors.

<u>Membership Card</u>

- The format, cardholders, and cost of all types of membership cards are decided by Avante's Board of Directors.

Memberships are valid for one year, from September to August. The membership form must be signed fifteen (15) days prior to the Annual General Meeting to be eligible for voting rights.

6.1 Number of Members

There is no maximum on the number of possible members.

6.2 List of Members

The list of Avante's members must be kept up to date throughout the year and in compliance with Québec's Privacy Law 25.

Article 7: Cancellation of Membership

7.1.1 Any member can cancel their membership by sending a written notice to the Board of Directors' Secretary. This cancellation takes effect as soon as the notice is received.

7.1.2 Any member not renewing their membership will be considered as having cancelled their membership.

7.1.3 No part of the membership fee will be reimbursed when a membership is cancelled.

Article 8: Expulsion

8.1 Reasons for Expulsion

Any member violating any part of these regulations or the code of conduct or bringing harm or prejudice to Association Avante may be subject to expulsion.

8.2 Expulsion Procedure

The expulsion procedure must:

8.2.1 Preserve the reputation of the member in question by ensuring discussions are kept confidential.

8.2.2 Ideally be initiated after at least one warning has been given.

8.2.3 Offer the member in question the opportunity to explain their actions or statements.

8.2.4 Be done in writing after a simple majority vote of the Board of Directors to expel the member in question.

8.2.5 A list of expelled members must be kept on file and in compliance with Quebec Privacy Law 25.

Article 9: Annual General Meeting

9.1 Frequency

Avante's annual general meeting must take place within three months (90 days) of the end of its financial year.

9.2 Notice to convene

The annual general meeting must be called in writing, and notice must be sent to the last known email or mailing address of members or delivered to them by hand no later than ten (10) business days before the meeting date. The notice must include the date, time, location, and agenda for the meeting, as well as any other documents judged pertinent. Virtual attendance is permitted.

9.3 Annual General Meeting Agenda

Avante must include the following on its annual general meeting agenda:

9.3.1 Approval of the minutes of the last annual general meeting.

9.3.2 Approval of the financial statements adopted by the board of directors.

9.3.3 Designate an external auditor for the coming fiscal year.

9.3.4 Approval of the annual activities report.

9.3.5 Approval of the budget for the coming year.

9.3.6 Election of the members to Avante's Board of Directors.

9.3.7 Any decision enabling the proper operation of Avante and supporting its interests.

9.3.8 Approval of Avante's objectives and action plan for the coming year.

9.3.9 Designate a president and secretary of elections.

9.3.10 If necessary, amend all changes to the bylaws and governing documents

9.3.11 If necessary approve the dissolution, the merger or transformation of the organization to another legal status.

9.4 Additions to the Annual General Meeting Agenda

A point of business can be added to the meeting agenda by a member of Association Avante as long as it is sent to all members no later than 10 days before the meeting

9.5 Quorum

A quorum of the Annual General Meetings will consist of the members present, whether in-person or virtually.

9.6 Voting Rights

Every member is entitled to one vote. Voting by proxy (that is, sending someone to vote on another's behalf) is not allowed.

9.7 Voting Procedure

All votes are cast by a show of hands unless a member requests that a vote be taken by secret ballot. If a member is voting virtually, they will type their vote explicitly.

Article 10: Special General Meeting

10.1 Calling a Special General Meeting

A special general meeting of members can be called at any time by the President and the Board of Directors and held anywhere in Brome-Missisquoi. A special general meeting can also be called at the request of no less than two tenths (2/10) of Avante's members through a written request signed by these members and submitted to Avante's Secretary. This request must include the subject of the requested special general meeting. Upon reception of this request, the Board must call the meeting to address the subject outlined in the request even if there are not enough

Board members to reach the quorum needed to call this special meeting. If the special general meeting is not called and held within twenty-one (21) days of the request being submitted to Avante, members representing two tenths (2/10) of the membership may, whether they signed the meeting request or not, call the special general meeting themselves.

10.2 Notice to Convene

Notice of the special general meeting must include the location, date, time and subject of the meeting. Only the subjects mentioned in the request for a special general meeting can be put to a vote at this meeting.

10.3 Rules of Order

Special general meetings must follow the same procedures and rules as an annual general meeting.

Article 11: The Board of Directors

11.1 Composition

Avante's Board of Directors is comprised of seven (7) of its members in good standing. Avante's Executive Director also sits on the Board but without voting rights.

11.2 Eligibility

Only members in good standing who have signed the Confidentiality Agreement can sit on the Board of Directors.

11.3 Governing Documents

When elected, each board member will sign the Confidentiality Agreement, and receive a copy of the following documents that they must read and behave in accordance with:

- Code of Ethics
- Work Conditions Policy
- By-Laws
- House Rules & Code of Conduct
- Roles & Responsibilities of the Board of Directors

11.4 Term of Office

Board members are elected for a term of two years, for a maximum of three consecutive terms, after which they cannot sit as a Board member again until a year has passed.

11.5 Vacancies

Any elected seat becoming vacant on the Board can be filled by a vote by the Board of Directors. The new Board member holds this position for the remaining duration of the term.

11.6 Quorum

Quorum for the Board of Directors is five (5) members.

11.7 Decisions

11.7.1 Ideally, decisions are taken by consensus of all Board members present (in-person or virtually). Otherwise, decisions are made by a simple majority vote.

11.7.2 In the case of a tie vote, the President's vote will act as the tiebreaker.

11.7.3 As needed, decisions can be taken by phone, by email, or any other method deemed useful so long as four (4) members of the Board are taking part in the decision-making.

11.8 Removal of a Board Member

A Board member is considered removed from the Board of Directors and relieved of their functions in any of the following circumstances:

a) They present their resignation to the Board of Directors, ideally in writing, whether to the President or to Avante's Secretary, or during a board meeting.
b) They pass away.
c) They violate the terms of the Confidentiality Agreement.
d) They miss two (2) board meetings within one same year without valid reason.
e) They lose their membership status per Article 8 of these regulations.
f) They are dismissed per Article 11.11 of these regulations.

11.9 Absence with Valid Reason

Board members who are absent from a meeting with a valid reason are responsible for contacting the Executive Director in order to be updated about the business that took place during the missed meeting.

11.10 Sanctions

Depending on the severity of the failings of a Board member to respect the Confidentiality Agreement, and after being granted an opportunity to explain their behaviour, the Board of Directors will apply one of the following sanctions, as relevant, or any other it deems appropriate:

a) They are formally reminded of their obligations.
b) They are given a written notice.
c) They are asked for a letter of apology.
d) They are expelled as a member of Avante per Article 8 of these

regulations.

e) They are removed from their Board seat per Article 11.8 of these regulations.
f) They are dismissed per Article 11.11 of these regulations.

The decision of the Board of Directors is final and cannot be appealed, except in the case of a dismissal which is put to a vote of the members present at a special general meeting.

11.11 Dismissal

Board members can only be dismissed by a vote of members in good standing during a special general meeting. Notice of the meeting must be sent to members as outlined by Article 10 and must indicate that the dismissal of a Board member is to be voted on. The primary reason for this potential dismissal should also be indicated.

11.12 Remuneration

Members of the Board of Directors are not paid for their services but may be reimbursed for expenses they incur on behalf of Avante. Reimbursement for these expenses must be approved by the members of the Board of Directors and proof of the expenses must be provided.

11.13 Conflicts of Interest

Members of the Board must avoid conflicts between their own interests and their duties as Avante Directors. They must immediately declare any interest they have in a business or association that may be in conflict with their interests in Avante.

Board members may continue to serve on the Board even if they directly or indirectly acquire interests in the assets of, or enter a contract with, such a business or association so long as they make these interests known and specify their nature and value and that all these be recorded in the minutes of a meeting of the Board of Directors. The board member must recuse themselves from the discussion and may not vote on matters where there is a conflict of interest and it must be stated in the minutes.

11.14 Board Member Otherwise Renumerated

Board members working for pay at Avante Women's Centre or for any other Avante project can ask or be asked to abstain from taking part in discussion or a vote at a meeting of the Board of Directors if such discussion or vote concerns them directly.

11.15 In Camera Session

Any Board member may ask that a meeting of the Board of Directors be held as a confidential session. This request must be approved by the Board by a simple majority vote.

11.16 Rules of Order

Beyond the regulations outlined in this section, the Board of Directors may adopt any other rule of order it considers useful.

Article 12: Board of Directors Meetings

12.1 Avante's Board of Directors meets as often as the interests and operations of Avante requires.

12.2 Meetings of the Board of Directors are called by the President by verbal or written notice issued at least five (5) business days in advance.

12.3 The frequency, location, date, and time of meetings are set by members of Avante's Board of Directors.

12.4 Members of the Board of Directors can attend meetings virtually, including casting votes.

Article 13: Officers

There are four (4) Officers of Association Avante: President, Vice-President, Secretary, and Treasurer.

Article 14: Election of Officers

14.1 Officers are elected by the Board of Directors following elections at the Annual General Meeting. The term of office of Officers is one (1) year.

14.2 Officers are elected by a simple majority of board members present.

Article 15: Vacant Officer Positions

15.1 Any vacant officer position can be filled by another member of the Board.

15.2 The newly elected officer takes on the duties of the vacant position until the end of the position's term of office or until the next annual general meeting.

Article 16: Duties of Officers and Board Members

16.1 President

The President is responsible for running all meetings of the Board of Directors and all Annual General Meetings unless the Board of Directors decides otherwise. The President is responsible for seeing that all decisions of the Board of Directors are implemented. The President is responsible for signing documents that require the President's signature. The President is responsible for all duties related to the President including the duties and authorities that the Board of Directors may assign. The President can motion and vote during a board meeting with less than twelve (12) persons attending. Any meeting with more than 12 members (Ex: Annual General Meeting or Board of Directors larger than 12 members) the President cannot motion or vote. The President may vote in this instance only to break a tie.

16.2 Vice-President

The Vice-President steps in when the President is absent or otherwise unable to fulfill the President's duties and assumes all responsibilities and authorities of the President. The Vice-President is responsible for all duties related to the Vice-President including the duties and authorities that the Board of Directors may assign to the Vice-President.

16.3 Secretary

The Secretary attends all member meetings and ensures minutes are recorded. The Secretary signs all documents requiring the Secretary's signature. The Secretary is responsible for all duties that the Board of Directors, the law, or Avante's regulations may assign to the Secretary.

16.4 Treasurer

The Treasurer is responsible for overseeing that Avante's bookkeeping and accounting records are regularly maintained, and all incoming and outgoing funds and all assets, debts, bonds as well as all other financial transactions are accounted for. The bookkeeper must provide all financial records for the purpose of review or inspection at the request of the Executive Director, or the auditor. The Treasurer can assist with the preparation of annual financial statements and the annual budget in tandem with the bookkeeper, if needed.

16.5 Board Members

Board Members are responsible for assisting the Officers in their duties and must take on any responsibility assigned to them by the Board regarding their respective skills.

16.6 Executive Director

The Executive Director is hired by the Board of Directors and is subject to a work contract.

She will automatically become member of the Board of Directors but does not hold a right to vote.

Tasks that are the responsibility of the Board of Directors may be delegated to Avante's Executive Director.

Article 17: Audit

17.1 The audit of Avante's books cannot be performed by a member of the Board.

17.2 Avante's books and financial statements must be audited on a yearly basis within the first two months following the fiscal year-end by an auditor appointed for this purpose at the annual general meeting.

17.3 The auditor is responsible for producing a report for Avante's members covering the financial year in question and this report must meet the requirements outlined by the Province of Québec's Companies Act (Loi des compagnies du Québec).

Article 18: Fiscal year

Avante's fiscal year begins on April 1 and runs until March 31 of the following year.

Article 19: Administrative and Procedural Rules

19.1 Members of the Board of Directors are responsible for establishing all administrative and procedural rules to support the proper operation of Avante. This task can be delegated to the Executive Director, under the Board's supervision and must be approved by the majority of the Board.

19.2 These rules must be recorded in the minutes of the meetings at which they are presented.

19.3 In the absence of any specific rules on a given matter, Robert's Rules of Order will apply.

19.4 The maximum allowable amount for expenses not otherwise preauthorized by the Board of Directors will be set by a vote of the Board of Directors.

Article 20: Signature

20.1 All cheques and other negotiable instruments must be signed by two (2) of four (4) persons authorized as such through a motion of the Board of Directors, of whom at least one (1) must be a Board member.

20.2 The Board of Directors may authorize the Executive Director to sign any contract or other document on behalf of Avante.

Article 21: Dissolution

Should Avante become dissolved or cease its activities, all its remaining assets after the settling of all debts must be handed to one or more non-profit organizations pursuing similar goals anywhere within the territory of Brome-Missisquoi.

Article 22: Amending Regulations

Unless specifically forbidden by law, the Board of Directors has the authority to remove or amend any of these regulations. Any change in regulations initiated by the Board remains in effect until it is ratified (approved and made permanent) by a simple majority vote of those present at the next annual general meeting or at a special general meeting called specifically for this purpose. If the change in regulations is not ratified, the original regulation comes back into effect immediately after the vote.

ADOPTED by the Board of Directors on May 20, 2025

AMENDED & ADOPTED at the Annual General Meeting on June 18, 2025