

CONSTITUTION OF THE ONTARIO WOMEN'S LIBERAL COMMISSION

Preamble:

- A. Whereas the Liberal Party of Canada is founded on the belief that each individual human being is the cardinal principle of a democratic society and therefore, the primary purpose of all political organization and activity in such a society.
- B. Whereas the Liberal Party of Canada is bound by its Constitution, as well as the Constitution of Canada and the Charter of Rights and Freedoms, and is committed to the pursuit of equality of opportunity for all persons. To this end, the Liberal Party of Canada has provided for the establishment of the National Women's Liberal Commission (NWLC), the primary purpose of which is to ensure equal participation of women at all levels of the Liberal Party.
- C. Determined to preserve the basic principles of substantive equality and enhance the participation and role of women in, the political process at all levels within the structural context of the Ontario Liberal Party ("OLP"), the Liberal Party of Canada (Ontario) ("LPC(O)") and the Liberal Party of Canada (together referred to as the "Liberal Party") and in association with the NWLC, the Ontario Women's Liberal Commission exists to ensure equal participation and involvement by women in the political process.

ARTICLE 1

NAME OF ORGANIZATION AND RELATIONSHIP TO THE LIBERAL PARTY

- 1.1 The name of this Organization is the Ontario Women's Liberal Commission (the "OWLC").
- 1.2 The OWLC, a self-governing association, is governed exclusively by this Constitution.
- 1.3 Where this Constitution is silent, (i) the Constitution of the LPCO shall prevail where the matter pertains, or is related to, an LPCO matter; and (ii) the Constitution of the OLP shall prevail where the matter pertains, or is related to, an OLP matter. (iii) the Constitution of the NWLC shall prevail where this matter pertains, or is related to, an NWLC matter.
- 1.4 Capitalized words that are not defined in this Constitution have the meaning given to such words in the constitutions of the LPC, the LPC(O), the OLP or the NWLC, as the case may be.

ARTICLE 2

OBJECTIVES

- 2.1 The objective of the OWLC shall be to maintain an active organization of women members of the Liberal Party in an effort to speak with a collective voice on behalf of Liberal women in Ontario, while simultaneously upholding Liberal principles and supporting the Liberal Party.

2.2 To that end, the OWLC shall strive to accomplish the following:

- (a) advocate and encourage the participation of all women in the political process;
- (b) recruit, encourage, and assist women to run for positions within the Liberal Party;
- (c) promote both the nomination and election of women at all levels of elected office;
- (d) support and promote the Judy LaMarsh Fund and the Margaret Campbell Fund; and
- (e) participate in the development of policy at all levels of Government to ensure that issues that relate to and/or effect women are properly addressed in the policy of the Liberal Party.

ARTICLE 3

MEMBERSHIPS

3.1 Membership of the OWLC shall consist of all women who are members in good standing of LPCO or OLP, as defined by their respective Constitutions.

3.2 The OWLC may recognize Liberal women's groups in Ontario, which shall be known as Clubs or Associations (referred to herein as "Clubs").

ARTICLE 4

OFFICERS OF THE OWLC

4.1 The Executive of the OWLC will consist of the following officers who shall be elected for two-year terms at an Annual General Meeting of the OWLC ("AGM"), as described in Article 10:

- (a) President;
- (b) Executive Vice-President;
- (c) Recording Secretary;
- (d) Membership Vice-President;
- (e) Treasurer;
- (f) Policy Vice-President;
- (g) Organization Vice-President;
- (h) Communications Vice-President;

- (i) Constitution and Legal Affairs Vice-President;
- (j) 5 Regional Vice Presidents;
- (k) Fundraising Vice-President;
- (l) Vice-President, Provincial;
- (m) Vice-President, Federal; and
- (n) Vice-President, Young Women.

4.2. In the event of a vacancy of an elected position, (i) the Executive Committee may appoint a replacement to hold office until the next AGM. (ii) if the position of President is vacated where there is an Executive Vice President, the Executive Vice President will automatically be appointed as President unless she declines such appointment.

4.3. The President shall be:

- (a) the Ontario representative of the OWLC on the NWLC;
- (b) a member of the Executive Council and of the Provincial Council of the OPL; and
- (c) a member of the Management Committee, the Executive Committee and the Executive Board of LPC(O).

4.3.1 The President may designate a member of the Executive Committee to attend any meeting that she is unable to attend if permission is granted from the respective Council.

4.4 The Executive Vice President shall assist the President and act in her absence.

4.5 The Treasurer shall be responsible for the receipt and disbursement, as well as accounting of, all monies of the OWLC. For this purpose, the Treasurer shall cooperate and act through the authority of such agents of the LPC(O) and OLP, as may be required by those bodies for audit purposes or for purposes of compliance with applicable federal or provincial legislation.

4.5.1 The Treasurer shall provide a written report on the financial status of the OWLC at each of the following meetings:

- (a) the Executive Committee;
- (b) the Executive Board; and
- (c) each annual general meeting (AGM) and general meeting of the OWLC.

4.6 The Recording Secretary shall be responsible for preparing and:

- (a) sending all notices of meetings to the Executive Committee and for meetings of the Executive Board to at least two members of each Club;
- (b) circulating all minutes of meetings of;
 - (i) Management Committee;
 - (ii) Executive Committee;
 - (iii) Board Meetings;
 - (iv) AGMs; and
 - (v) General Meetings.
- (c) Maintaining an up to date Executive List and Mailing lists of the OWLC.

4.7 The Membership Vice-President shall be responsible for:

- (a) providing all documentation to all recognized Clubs that may be required by the OWLC and/or the NWLC for the purpose of certification and ratification;
- (b) preparation and maintenance of the lists of recognized Clubs, which shall, to the greatest extent possible include current email addresses (the “Lists”);
- (c) provision of the Lists to the National Executive of the Liberal Party of Canada; and
- (d) working to ensure the recruitment and representation of all women in the Liberal Party.

4.8 The Policy Vice-President shall coordinate policy formation on behalf of the OWLC and transmit these policies to the NWLC and, from time to time, as required, to LPC(O) and OLP.

4.9 The Organization Vice-President shall be responsible for recruitment of new members. In addition, she shall assist the Regional Vice-Presidents in their activities, including with the formation of new Clubs. The Organization Vice-President’s duties shall include acting, or appointing an Executive Committee member to act, as chair of annual general meetings and delegate selection meetings of Clubs.

4.10 The Communications Vice-President shall coordinate the communication activities of the OWLC to both the membership and the Party.

4.11 The Constitutional and Legal Affairs Vice-President shall ensure that the OWLC Constitution is consistent with the Constitutions of the NWLC, LPC, LPC(O) and OLP

4.12 There shall be five (5) Regional Vice Presidents, one for each of the following regions:

- (a) Greater Toronto Area (Central);
- (b) Greater Toronto Area (North);
- (c) Northern Ontario;
- (d) Eastern Ontario;
- (e) South Western Ontario.

who shall be responsible for communication between OWLC and the Clubs in their respective areas and for reporting to the Executive as to the activities of the Clubs in their respective areas as well as matters of interest or concern.

4.13. The Fundraising Vice-President shall be responsible for raising funds for the continuation of the activities of the OWLC in compliance with all governing Constitutions and laws.

4.14. The Vice-President, Provincial shall coordinate communication with the OLP through the Executive Council of the OLP.

4.15. The Vice-President, Federal shall coordinate communication with the LPC through the NWLC.

4.16. The Vice-President, Young Women, shall be responsible for communication between the OWLC and young women members of the Ontario Youth Commission and the Liberal Party. Only members of the OWLC between the ages of 14 and 30 are eligible to be elected to the position of Vice-President, Young Women.

ARTICLE 5

EXECUTIVE COMMITTEE

5.1 There shall be an Executive Committee of the OWLC comprised of the following:

- (a) the Elected Officers, as identified in Section 4.1;
- (b) the immediate past president of the OWLC; and
- (c) any elected member of the National Executive of the NWLC that resides in Ontario but, such person shall not be entitled to vote if she is only entitled to participate in the Executive Committee by virtue of her position on the NWLC.

5.2 It is the role of the Executive Committee to administer the OWLC, subject to any direction from the Executive Board or, any direction arising out of any AGM.

5.2.1 The Executive Committee shall disburse funds in accordance with a budget approved annually (the "Budget"). No funds shall be disbursed except in accordance with the Budget, or as may be permitted in accordance with such financial regulations as are determined by the Executive Committee.

5.3 The Executive Committee shall meet at least once each quarter during a calendar year (the "Executive Meeting")

5.3.1 An Executive Meeting requires seven (7) day written notice.

5.3.2 Notice may be given by the Secretary following a call for a meeting by:

- (a) the President; or
- (b) any three (3) Members of the Executive Committee if said direction is received in writing and each of the three (3) members have affixed their signatures on the written direction.

5.3.3 Written Notice shall be deemed to be given on the day which is the earlier of:

- (a) the day of actual receipt;
- (b) the day of actual delivery to the usual residence of the intended recipient; or
- (c) the second day following the day of mailing by prepaid post or email.

5.3.4 A quorum for the Executive Meeting shall be the lesser of six (6) members or one third (1/3) of the Executive Committee, by phone and/or in person.

5.4 The Executive Committee may appoint ad hoc committees of the Executive Committee and, subject to the provisions of this Constitution, may delegate and assign such responsibilities as it sees fit to these committees for the purpose of furthering the work thereof.

5.5 Subject to the provisions of the Constitution of LPC(O) and OLP, the Executive Committee may appoint a member of the OWLC to each LPC(O) and OLP Committee.

ARTICLE 6

MANAGEMENT COMMITTEE

6.1 There shall be a Management Committee of the OWLC comprised of the following officers:

- (a) President;
- (b) Executive Vice President;
- (c) Recording Secretary;

- (d) Treasurer; and
- (e) Immediate Past President (collectively referred to as the “Management Officers”).

6.2. The Management Officers shall meet at least four (4) times in each calendar year for the purpose of making recommendations to the Executive Committee (the “Management Meeting”).

6.3 The Management Meeting can be called by the President or, in the alternative, by any three Management Officers.

ARTICLE 7

EXECUTIVE BOARD OF THE OWLC

7.1 There shall be an Executive Board of the OWLC consisting of the:

- (a) Executive Committee; and
- (b) President of each recognized Club;

7.2 The Executive Board shall meet at least two (2) times each calendar year (the “Executive Board Meetings”).

7.2.1 Executive Board Meetings shall be called by the Management Officers.

7.2.2 Notice for Executive Board Meetings shall be written and provided at least seven (7) days prior thereto, and shall include the date, location and time of such meeting and may be held by conference call.

7.2.3 Notice means in writing and delivered, mailed, faxed or provided by any other recorded communication facilities as available.

7.2.4 Notice shall be deemed to have been given and received the first business day following the date of mailing or transmission.

7.3 Subject to the provisions of the Constitution, the Executive Board may delegate or assign such responsibilities as they see fit to either appointed ad hoc Committees made up of members of the OWLC, or the Executive Committee itself.

ARTICLE 8

EXECUTIVE BOARD OF LPC(O)

8.1 The following members of the Executive Committee shall be members of the Executive Board of the LPC(O):

- (a) President;
- (b) Immediate Past President;
- (c) Executive Vice President;
- (d) Recording Secretary;
- (e) Membership Vice-President;
- (f) Treasurer;
- (g) Policy Vice-President;
- (h) Organizational Vice-President; and
- (i) Communications Vice-President.

ARTICLE 9

MEETINGS

9.1 The OWLC shall hold an AGM once every calendar year.

9.2 Written Notice of the AGM shall be sent at least thirty (30) days in advance of the date set for the AGM to the:

- (a) President and Secretary of each recognized Club;
- (b) President and Secretary of every LPC(O) and every OLP Constituency Association; and
- (c) President and Secretary of every ratified Ontario Young Liberal Club and every Student Club in Ontario.

9.3 Written Notice of the AGM shall include the:

- (a) name and contact information of the Nominations Coordinator;
- (b) list of positions open for election; and
- (c) date, location, time and purpose.

9.4 For the purposes of organizing the AGM, the Management Officers shall appoint an:

- (a) individual that is not standing for election as the Nomination Coordinator; and
- (b) AGM Coordinator

9.5 The AGM Coordinator shall:

- (a) set a budget for the AGM;
- (b) set a registration fee and a deadline for registration of delegates;
- (c) appoint a Board of Arbitration consisting of three (3) OWLC members in good standing to decide any disputes arising with respect to the election of the Officers;
- (d) appoint a Credentials Committee to determine delegates eligibility;
- (e) specify a time at which voting will open and close;
- (f) appoint a Returning Officer who shall appoint as many Deputy Returning Officers as necessary; and
- (g) issue credentials to all delegates.

9.6 Every member of the OWLC is eligible to register as a delegate to the AGM.

9.7 The quorum for the AGM shall be thirty (30) delegates.

9.8 An AGM shall be held in each year, but in no case shall the AGM be held more than eighteen (18) months or less than ten (10) months following the previous AGM.

9.9 In addition to the AGM, the Executive Committee may call a General Meeting of the OWLC at such time and place as the Executive Committee sees fit.

9.9.1 The notice provisions applicable to the AGM shall apply to any General Meeting

9.9.2 All Members of the OWLC shall be entitled to vote at a General Meeting, unless otherwise directed by the Executive Committee.

9.10 Any disputes arising with respect to any meeting of the OWLC shall be considered in accordance with the Rules and Procedures for Meetings of the Liberal Party of Canada, as approved and amended by LPCO, in so far as those Rules and Procedures, as applied to appeals, are not contrary to this Constitution.

ARTICLE 10

ELECTIONS

10.1 All Elected Officers set out in Article 4 shall be elected at an AGM on the expiration of their terms.

10.1.1 For greater certainty, an Officer's term is based on the date of the AGM rather than the calendar year.

10.1.2 No person who is an Elected Officer shall hold the same office for more than three (3) consecutive terms.

10.2 Two (2) months preceding the date of the AGM, the Management Committee shall appoint a Nomination Coordinator who shall be responsible for:

- (a) requesting nominations for the positions of President, Vice President, Recording Secretary, Membership Vice-President, Treasurer, Policy Vice-President, Organization Vice-President, Communications Vice President, Constitution and Legal Affairs Vice-President, 5 Regional Vice Presidents, Fundraising Vice President, Vice-President Provincial, Vice-President Federal and Vice-President Young Women.
- (b) ensuring that there is at least one nominated candidate for each Executive position;
- (c) determining and setting the rules for nomination procedures and speeches and ensuring that all Members are aware of the same; and
- (d) overseeing the voting procedures at the AGM in conjunction with the Returning Officer.

10.3 Nominations for each Elected Officer must be received by the Nomination Coordinator at least seven (7) days prior to the date of the AGM.

10.4 No member or individual appointed to a position pursuant to Article 9.5 may stand as a candidate for an Elected Office at an AGM for which they have been so appointed.

ARTICLE 11

CLUBS AND ASSOCIATIONS

11.1 Clubs that comply with the provisions of this Constitution shall be recognized as duly formed by the Executive Committee

11.2 Prior to recognition of a Club, said Club must have:

- 11.2.1 (a) no less than twenty five (25) women members in good standing; and
(b) a written constitution that accords with the provisions of this Constitution.

11.2.2 The constitution of each Club shall include the following;

- (a) a minimum membership requirement of not less than twenty five (25) current members;
- (b) a requirement that each member is a member of the Liberal Party;
- (c) provision for an Annual General Meeting to elect Officers;
- (d) mechanisms to ensure that at all times an up to date membership list is maintained, which will include the:
 - (i) name;
 - (ii) residential address;
 - (iii) postal code;
 - (iv) telephone; and
 - (v) where possible, email addressesof each member.
- (e) a clause indicating that the Members shall act in accordance with the Constitution of their respective Clubs save and except to the extent that such clause conflicts with the any provision of this Constitution, in which case, such clause shall be deemed to be of no further force and effect;
- (f) for the purposes of any meeting or convention of the Liberal Party of Canada, each Club's constitution shall provide for compliance with any Rules for Certification of Clubs passed by the NWLC;

- (g) provision to ensure compliance with all time limitations and deadlines for the election of its delegates to any meeting, as may be directed by the OWLC; and
- (h) recognition of the need to support both the Judy LaMarsh Fund and the Margaret Campbell Fund.

11.3 The Executive Committee may withdraw recognition of a Club at any time should said Club fail to act in accordance with the provisions of this, or its own, Constitution

11.4 Within twenty (20) working days, or four (4) weeks from their Annual Meeting, the Club shall deliver to the OWLC each of the following:

- (a) minutes from said Annual Meeting;
- (b) a completed updated Executive list;
- (c) a complete and up to date membership list;
- (d) any amendments made to the Club's Constitution.

11.5 All Clubs must strictly follow any and all rules of *Elections Act* (Canada), as interpreted by the Liberal Party of Canada.

ARTICLE 12 MEMBERS IN A CLUB

12.1 A Club or Association may not charge a membership fee or other charge in order for a member to be entitled to exercise voting rights within such Club or Association with respect to such Club's or Association's affiliation with the NWLC, LPC(O) or LPC or with respect to matters pertaining to NWLC, LPC(O) or LPC. A Club or Association may determine that a membership fee or other charge may be charged for a member to exercise voting rights within such Club or Association with respect to such Club's affiliation with the OLP and with OWLC solely in respect of OLP matters.

12.1.1 In addition, the OWLC may require an additional annual administrative fee levied on a per member basis to be paid by each Club.

12.2 Every person applying for membership in a Club shall complete a membership application on a form prescribed by the Executive Committee in accordance with the requirements of LPC(O), OLP, or both.

12.2.1 The membership secretary of each Club shall forthwith forward the application form to the Membership Secretary, or such other person as may be designated by the Executive Committee

12.2.2 The membership year for each individual membership shall correspond to the calendar year in which the membership is purchased provided that if an individual becomes a member on or after October 1 of a given year, the membership shall expire at the end of the following year.

12.3 A member of the LPC may only be a member of one Club or Association for the purpose of exercising voting rights within such Club or Association at any one time.

ARTICLE 13

MEETINGS OF CLUBS

13.1 For the purposes of each Annual Meeting and every general meeting, six (6) female members in good standing of a Club shall constitute a quorum.

13.2 In order to be entitled to vote at an Annual Meeting, or a meeting to elect delegates to a General Meeting of LPC(O) or OLP, a woman shall be a member in good standing of their respective Club seven (7) days prior to the meeting.

13.3 For the purposes of electing delegates to a meeting of LPC(O) or LPC, an immediate past member is any woman who was a member in good standing of the Club in the membership year preceding the current year. However, such a member has only ninety (90) days from the date of expiry of the membership to renew her membership following which, she will be considered to be a new member.

13.4 For the purpose of electing delegates to a meeting of OLP, an immediate past member is any woman who was a member in good standing of their respective Club in the membership year preceding the current year.

ARTICLE 14

REPRESENTATION AT CONVENTIONS AND MEETINGS OF THE LIBERAL PARTY OF CANADA

Liberal Party of Canada

14.1 There shall be two (2) representatives from each Club that:

- (a) is certified by the President and Ontario Regional representative of the NWLC to be in good standing in accordance with the applicable provisions of the NWLC bylaws; and
- (b) has been duly recognized by the Executive Committee of the OWLC

at any Convention or Meeting of the Liberal Party of Canada for at least one year prior to the date of the call of the Convention or Meeting in respect of which the representatives are to be elected.

14.1.1 One of the two representatives from the Club shall be the President of the Club or a designate, who shall be chosen at the discretion of each Club.

14.1.2 For greater certainty, Section 14.1 shall apply to all Conventions and Meetings of the LPC, other than to a National Leadership Convention, which shall be governed by the provisions of the constitution of the LPC.

14.1.3 The Delegate Selection Meeting shall be held in accordance with Chapter 16 of the Constitution of the Liberal Party of Canada.

Ontario Liberal Party

14.2 There shall be two (2) delegates elected by a simple majority for each Club entitled to attend and vote at an OLP Meeting provided such Club is recognized by the Executive Council of the OLP and the OWLC and provided that such delegates and the members of the Club who elect such delegates are members in good standing of OLP.

In addition, the President of each Women's Club shall be entitled to accreditation as a delegate *ex-officio* to a Leadership Convention provided she is a member in good standing of her Club and OLP.

14.2.1 Each Club shall elect one (1) delegate to a Leadership Convention of the OLP provided the Club has been recognized by the Executive Council at least 12 months prior to the date of the Leadership Convention.

14.2.2 The President of each Club shall be entitled to accreditation as a delegate *ex-officio* to the Leadership Convention provided that the Club has been recognized by the Executive Council of the OLP at least twelve (12) months prior to the date of the Leadership Convention.

14.2.3 The election of delegates shall take place at a Leadership Election Meeting in the manner prescribed in Article 9 of the OLP Constitution.

14.2.4 Women who meet the following requirements are eligible to vote at an OLP Leadership Election Meeting:

- (a) Members of a Club in good standing as of the Qualifying Date provided that the Club had been continuously recognized by the Executive Council of OLP at least twelve (12) months prior to the date of the opening of the Leadership Convention.
- (b) Immediate past members of a Club who were members of the OLP who renew their memberships at, or prior to, the Leadership Election Meeting, provided that the Club had been continuously recognized by the Executive Council of OLP at least twelve (12) months prior to the date of the opening of the Leadership Election Meeting.

ARTICLE 15

BOARD OF OLP

15.1 Disputes with respect to meetings and matters within the jurisdiction of the OLP relating to the OWLC shall be decided by a Board of Arbitration appointed by the Executive Council of OLP pursuant to Article 21 of the OLP Constitution.

ARTICLE 16

CODE OF CONDUCT

16.1 Every elected officer of the OWLC, and of Clubs duly recognized by the OWLC, shall, in exercising their duties as elected officers, conduct themselves in an ethical manner during their term of office, in both Club and Riding matters, regardless of the level of the political activities.

ARTICLE 17

REMOVAL OF OFFICERS

17.1 Any Executive Officer may be removed from office if the other Executive Officers determine their conduct to constitute an offence.

17.2 Offences include, but are not limited to:

- 17.2.1 (a) neglect of duties in such a way as to be detrimental to the interests and welfare of the OWLC;
- (b) disregard for the provisions of the Constitution; and
- (c) failure to attend three (3) consecutive Executive Meetings of the OWLC without prior notice and reasonable grounds.

17.2.2 Any Executive Officer whose conduct the remaining Executive Officers considers to be an offence may be removed from office by a vote of two-thirds ($\frac{2}{3}$) of the Executive present at an in-camera meeting where the member has been given an opportunity to be heard.

17.2.3 Reasonable notice of such a meeting must be mailed to the member at her last known address.

ARTICLE 18

THE CONSTITUTION

18.1 This Constitution shall replace and supersede all previous Constitutions of the OWLC and amendments thereto.

18.1.1 This Constitution may be amended by a two-third (2/3) majority vote of those present and voting at any AGM of the OWLC or any General Meeting of the OWLC called specifically for that purpose.

18.1.2 Notice of any proposed amendment to this Constitution shall be delivered to the Constitution and Legal Affairs Vice-President at least ten (10) days prior to the relevant meeting.

18.2 In the event that provisions of this Constitution are silent in respect of a matter, such matter shall be determined in accordance with any Regulations passed in accordance with the provisions of this Constitution and, in the event such regulations are also silent, in accordance with the provisions of the constitution of the LPC(O) and OLP.