

**Canadian Federation of University Women
(CFUW)**

**Fédération canadienne des femmes
diplômées des universités (FCFDU)**

Articles and Bylaws

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**Canadian Federation of University Women
Articles and Bylaws**

Articles

Article 1 — Name

The name of the organization shall be Canadian Federation of University Women, hereinafter referred to as CFUW.

Article 2— Purposes

1. Promote high standards of public education in Canada, advanced study and research by women, and a sound concept of lifelong learning.
2. Advocate for the advancement of the status of women, human rights and the common good locally, nationally and internationally.
3. Promote cooperation, networking, support and understanding among women.
4. Encourage and enable women to apply their knowledge and skills in leadership and decision-making in all aspects of the political, social, cultural, educational and scientific fields.

Article 3 – Languages

The two official languages of CFUW shall be English and French.

Article 4 - Membership in International Federation of University Women (IFUW)

CFUW shall be a member of the IFUW.

Bylaws

A. Statutory Basis

1. CFUW, a not-for-profit corporation incorporated under the *Canada Not-for-profit Corporations Act S.C. 2009, c.23*, enacts the following general bylaws governing CFUW, its management and its operations, in accordance with the provisions of the Act and any regulations made thereunder.

B. Interpretation

Definitions

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 regulation that may be substituted, as amended from time to time.

Articles mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CFUW.

Board means the board of directors of CFUW.

Bylaws mean the rules relating generally to the conduct of the affairs of the organization.

CFUW means the Canadian Federation of University Women. When used alone, it refers to the national organization.

Club means a member of CFUW.

Delegate means the person who is authorized to vote on behalf of a Club.

Eligible Voters means designated representatives of Clubs in good standing, members of the Board of Directors, Regional Directors and Past National Presidents. All may vote at CFUW annual and special general meetings.

Federation means an association of independent Clubs that share the purposes outlined in the CFUW Articles. Ownership is vested in the member Clubs and is exercised through a Board of Directors that is elected by Eligible Voters.

Graduate women means women who have studied at an institution of higher education followed by the award of a degree, diploma or equivalent qualification.

IFUW means the International Federation of University Women.

In good standing means having paid any dues and liabilities in full and being in compliance with CFUW's Articles and Bylaws.

Individual member means an individual member of a Club.

Member organization(s) means Club(s) of the CFUW.

Ordinary Motion means a motion passed by a majority of not less than 50% plus 1 of the votes cast on that motion.

Policy means any governing principle, plan or course of action, which may establish a specific course of action or intent.

Predominantly means a minimum of 80%.

Schedule means supplementary details appended to these Articles and Bylaws.

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

Standing Committee means a committee that performs a continuing function.

Term means a period of two (2) years unless otherwise stated herein.

Interpretation

2. In the interpretation of these Bylaws, unless context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders.

Binding Effect

3. These Bylaws bind CFUW and all present and future Clubs to the same extent as if each had agreed to be bound by these Bylaws and all actions, decisions, and proceedings undertaken under these Bylaws.

Conflict with the Act or Regulations

4. These Bylaws are subordinate to the Act and Regulations and are not intended to conflict with the Act and Regulations.
5. In the case of possible conflict, these Bylaws are to be interpreted in a manner that will reduce or eliminate any conflict with the Act and/or its regulations.
6. The provisions herein shall be deemed independent and severable and the invalidity of any Bylaw does not affect the validity of the remaining Bylaws that shall remain in force and be binding as if the conflicting provision had not been included.

C. Membership

Members

7. There shall be one class of member in CFUW. CFUW membership is open to Canadian non-partisan women's organizations interested in furthering the purposes of CFUW, whose members are predominantly graduate women, and who have applied for and been accepted for membership by an ordinary motion of the CFUW Board.
8. Member organizations shall be known as *Canadian Federation of University Women (geographic location)*, and shall be referred to in these Bylaws and generally as Club(s), except the Members-at-Large Club defined in Schedule 1, 4.
9. Those CFUW Clubs known as *University Women's Club* prior to and including 2011 may retain their names in perpetuity.
10. A new Club shall consist of a minimum of ten (10) individual members. Any Club that falls below 10 individual members shall not be precluded from ongoing membership in CFUW by virtue of the decline in membership.
11. The qualifications for individual membership in a Club shall be consistent with CFUW administrative policy as set out in Schedule 1 of these Bylaws.

12. Each Club shall be entitled to receive notice of, attend, and vote at all CFUW annual and special general meetings.

Dues

13. Each Club shall pay CFUW annual per capita dues based on its paid membership.
14. Annual per capita dues shall be set by a special motion passed at an annual general meeting. Written notice outlining any proposed changes to the dues shall be sent to all Clubs at least one hundred and twenty (120) calendar days prior to the annual general meeting.
15. Dues shall be payable at the revised rate in the CFUW fiscal year following the fiscal year in which the change was approved.

Club Voting Privileges

16. A Club in good standing shall receive one vote for every twenty-five (25) members or major fraction thereof, up to and including two hundred (200) members; and one vote for every fifty (50) members, or major fraction thereof, thereafter. Clubs having fewer than twenty-five (25) members shall be entitled to one vote.
17. A Club shall be allocated votes based on the number of members reported by the Club in its annual report to CFUW.
18. Clubs entitled to more than one vote shall tender those votes as a block.

Withdrawal from Membership

19. A Club may withdraw from membership in CFUW through a special motion at a Club's annual or special general meeting.
20. The Club shall notify the President of CFUW in writing of its intention to withdraw, accompanied by a copy of the minutes of the meeting at which the motion to withdraw was passed and a cheque for all outstanding CFUW dues and liabilities.

Loss or Suspension of Membership

21. The Board shall have the authority to terminate the membership of a Club if it is one (1) year in arrears of payment of its annual dues.
22. The Board shall provide the Club with sixty (60) calendar days written notice of its intention to terminate the Club's membership, during which time the Club can pay the full amount of the dues owing and the termination will be rescinded.
23. On proof of violation of any provision of the Articles, Bylaws or written policies of CFUW or conduct which may be detrimental to CFUW, the Eligible Voters may by special motion at a

CFUW annual or special general meeting terminate or suspend any Club or Clubs from membership in CFUW.

24. Upon any termination of membership, the rights of the Club including any rights in the property of CFUW, automatically cease to exist.

D. Board of Directors

Accountability and Responsibility

25. The Board is accountable to member Clubs and is responsible for the oversight and management of CFUW in accordance with CFUW Policy.

Delegation

26. Except for matters referred to in subsection 138(2) Limits on Authority of the Act, the Board may delegate any power or duty conferred or imposed on it to a Committee or to any CFUW employee or agent.

Size

27. The Board shall consist of eleven (11) members: President; Vice President Communications and Governance; Vice President Finance; Vice President Membership; Vice President Advocacy; Vice President International; and five (5) Regional Vice Presidents: one (1) for each of British Columbia, the Prairies, Ontario, Quebec, and the Atlantic region. The individual responsibilities of each Board member are set out in Schedule 2 to these Bylaws.

Eligibility

28. A member of the Board shall be an individual member in good standing of a CFUW Club.
29. All Board members shall serve without remuneration.
30. All Board members may serve on the Board for a maximum of three (3) consecutive terms.
31. The President may hold that office for a maximum of two (2) consecutive terms.
32. A nominee for President must have served at least one (1) term on the Board of Directors, or as a Regional Director, or as chair of a Standing Committee.
33. A Regional Vice President must reside in the Region she represents.

Elections

34. Pursuant to Subsection 128 (3) of the Act, all Board members shall be elected for a two (2) year term by ordinary motion at a CFUW annual general meeting.
35. Each nominee for a Board position shall be nominated by a Club.

36. An election shall be held when there is more than one candidate for a position. The candidate receiving the largest number of votes shall be declared elected.

Vacancies, Removal or Resignation of Board Members

37. In the event of a vacancy due to a resignation, death or removal from office of a member of the Board, the Board shall appoint by ordinary motion a successor to complete her term of office.
38. If a Regional Vice President moves her residency away from her designated region, her position shall automatically become vacant. A new Regional Vice President shall be nominated by the Clubs of that region and appointed by the Board by ordinary motion to complete her term of office.
39. All such appointments occurring in the first year of the two (2) year term shall be ratified by ordinary motion at the next annual general meeting.
40. On proof of fraud, an undisclosed conflict of interest, or any conduct which may be detrimental to CFUW, the Clubs may by special motion at a CFUW annual or special general meeting remove any director or directors from office.

Voting Privileges

41. Every Board member, including the President, shall have one (1) vote at a Board meeting.

Standard of Care of Board Members

42. A Board member shall:
- a. act honestly and in good faith with a view to the best interests of CFUW, and
 - b. exercise the care, due diligence and skill that a reasonably prudent person would exercise in comparable circumstances, having regard for her knowledge and expertise.

Disclosure of Conflicts of Interest

43. Each Board member shall disclose all private interests that compete with or may be at variance with any of the member's functions and duties for or on behalf of CFUW or with the decisions, interests and/or business of CFUW.
44. Board members shall maintain an arm's length separation between their private interests and their functions and duties for and on behalf of CFUW.
45. A Board member who has a conflict of interest shall leave the CFUW meeting when a relevant matter is being discussed and refrain from voting on that matter at any CFUW meeting.
46. The disclosure by a Board member of a conflict of interest and the absence of the Board member from voting shall be recorded in the minutes of the relevant meeting.

47. A Board member who absents herself due to a conflict of interest shall be included in determining the quorum for the meeting.

E. Regional Directors

48. There shall be nineteen (19) Regional Directors: one (1) from each of the provinces of Alberta, Saskatchewan, Manitoba, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador; two (2) from the province of Quebec; four (4) from the province of British Columbia; and six (6) from the province of Ontario. The Board shall assign Clubs in the Yukon, Northwest Territories and Nunavut to the appropriate Regional Director.

49. A Regional Director shall serve for a term of two (2) years.

50. A Regional Director may serve in her position for a maximum of two (2) consecutive terms.

51. A Regional Director must reside in the Region. She shall be nominated and elected by the Clubs in that Region.

52. A Regional Director shall further the policies and programs of CFUW and the Clubs within her Region, consulting with the presidents of the Clubs therein. She shall have access to the Board through her Regional Vice President.

53. In the event of a resignation, death or removal from office or if a Regional Director moves her residency away from her designated region, her position shall automatically become vacant. A replacement shall be nominated by the Clubs of that region and appointed by the Board by ordinary motion to complete her term of office.

F. Committees

54. The following committees shall be designated Standing Committees of the Board: Advocacy, Articles and Bylaws, Fellowships, Finance, International Relations, Nominations, and Resolutions.

55. Other committees existing at the time of the adoption of these Bylaws shall continue until the Board reviews its appointment and by ordinary motion either renews or terminates its terms of reference.

56. During its term, the Board may also appoint special committees or advisory bodies as it deems Important to its work. The term of such committees and advisory bodies shall be the same as the Board that appoints them unless otherwise specified in its terms of reference.

57. The terms of reference for every committee or advisory body, including its mandate, powers and membership requirements, shall be approved by the Board by ordinary motion and may be amended by ordinary motion.

58. Each Committee or advisory body shall be responsible to and report to the Board in such manner as the Board directs.

59. The President or her designate shall be an ex officio member of each Committee, except Nominations.

60. The Board may, at the request of a Committee chair, augment the membership of a Committee by the appointment of non-voting advisors from outside CFUW.

G. Executive Director

61. The Executive Director shall be employed by the Board under a renewable contract and shall be accountable to the Board through the President.

62. The Executive Director shall be responsible for the administration of CFUW and for supporting the policies and programs of CFUW.

63. The Executive Director shall attend all Board meetings as a non-voting participant.

64. The Executive Director shall be custodian of all records and reports of the Board and all its Committees.

H. Board Meetings

Regular Meetings

65. The Board shall meet a minimum of four (4) times per year by such method and at such time and place as the President may decide. The minutes from all Board meetings shall be made available to the Clubs.

Annual Formation Meeting

66. The Board shall hold an annual formation meeting within thirty (30) calendar days of the annual general meeting.

Meetings Held in Camera

67. Meetings or sessions held *in camera* may be necessary if the agenda concerns personnel and privacy issues. These minutes shall not be available to Clubs.

Notice of Meetings

68. The President shall give Board members seven (7) calendar days written notice of a meeting, specifying the reason for calling the meeting. The President may waive the notice period to deal with an emergency and shall record the reason for doing so in the Board minutes.

Quorum

69. A majority of the Board shall constitute a quorum for any meeting of the Board.

70. When a quorum is present at the opening of a meeting, the business of the meeting may proceed. No vote may be taken on any motion unless a quorum is present unless quorum is lost due to the absence of a Board member due to a conflict of interest.

I. Protection of Board Members and Others

Limitation of Liability

71. No member of the Board or officially sanctioned Committee or any other person who undertakes any liability on behalf of CFUW shall be liable for and is hereby released from:
- a. The acts, neglects or defaults of others involved with CFUW; or
 - b. Joining in any receipt or other act for conformity; or
 - c. The insufficiency or deficiency of any security in or upon which any of the monies of CFUW shall be invested; or
 - d. Any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of CFUW shall be deposited; or
 - e. Any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of CFUW; or
 - f. Any loss, damage or misfortune whatever which shall happen in the execution of the duties of her office or in relation thereto; or
 - g. Any loss occasioned by any error of judgment or oversight on her part; unless the same is occasioned by her own dishonesty or willful misconduct or acts outside the scope of her duties.

Indemnity

72. Every Director of CFUW or other person who undertakes any liability on behalf of CFUW or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and rendered harmless out of the funds of CFUW from and against:
- a. All costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;
 - b. All other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.
73. CFUW shall purchase and maintain adequate insurance to provide the indemnity provided for herein to its Board members, employees or others, if the individual acts or acted in that capacity at CFUW's request.

J. Financial Responsibilities

74. CFUW alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.
75. Members, Board members, staff and others shall not be liable for contracts, debts or other obligations incurred by CFUW.

K. Financial and Administration

National Office

76. The national office of CFUW shall be located in the National Capital Region of Canada.

Fiscal Year

77. The fiscal year of CFUW shall commence on May 1 of each year and end April 30 of the following year.

Banking Arrangements

78. The banking business of CFUW shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate from time to time by ordinary motion. The banking business or any part of it shall be transacted by a Board member or Board members of CFUW and/or other persons as the Board may from time to time by ordinary motion designate, direct or authorize.

Execution of Documents

79. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CFUW shall be signed by any two (2) of its Board members, so authorized by the Board. In addition, the Board shall direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Board member with signing authority may certify a copy of any instrument, motion, bylaw or other document of CFUW to be a true copy thereof.

Financial Review and Annual Budget

80. The Board shall appoint a public accountant to conduct an audit engagement or a review engagement on the financial statements for the year. The Board shall present the report and financial statements to the members at the CFUW annual general meeting.
81. The CFUW annual budget shall be confirmed at a CFUW annual general meeting by ordinary motion.

Parliamentary Authority

82. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CFUW meetings in all cases to which they are applicable and in which they are not inconsistent with the Act, these Articles, these Bylaws and any special rules of order which CFUW may adopt.

Notices of Meetings

83. All notices shall be delivered electronically to the address last known by the National Office, in which case it shall be deemed to have been given to the addressee on the date sent. As an alternative, notices may be sent by ordinary mail, in which case it shall be deemed to have been given to the addressee on the tenth (10) calendar day after the notice was placed in the mail. The declaration by the Executive Director that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.
84. The accidental omission to give any notice to any Clubs, Board members, member of a committee of the Board, or the non-receipt of any notice by such person where CFUW has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.

L. Amendments, Additions, Repeals and Revisions

85. Addition, amendment or repeal of an Article or Bylaw or revision of the Articles and Bylaws as a whole shall be confirmed at a CFUW annual or special general meeting by special motion. The addition, amendment, repeal or revision is effective on its confirmation in the form in which it was approved.
86. The Board, a Club or a Committee may submit an amendment, addition or repeal of a bylaw or a motion to revise the Articles and Bylaws as a whole to the Chair of the Articles and Bylaws Committee at least one hundred and fifty (150) calendar days prior to the annual general meeting at which it is to be considered.

M. Annual and Special General Meetings

Annual General Meeting

87. The CFUW annual general meeting shall be held in a location as determined by the Board.

Special General Meetings

88. In accordance with subsection 167 of the Act, the Board may call a special general meeting to deal with important matters that may arise between CFUW annual general meetings.
89. The Board shall also call a special general meeting in accordance with Section 167 of the Act, on written request of a group of Clubs carrying not less than 10% of the voting rights. If the Board does not call a meeting within thirty (30) calendar days of receiving the request, any Club who signed the request may call the meeting.

90. All special general meetings shall be held in the National Capital Region of Canada, unless otherwise specified by the Board.

Meetings Held Entirely by Electronic Means

91. A CFUW annual or special general meeting of the Clubs may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Quorum

92. Twenty (20) percent of Eligible Voters shall constitute a quorum at a CFUW annual or special general meeting.
93. When a quorum is present at the opening of a meeting, the business of the meeting may proceed. No vote may be taken on any motion unless a quorum is present.

Attendance

94. Annual or special general meetings are open to Clubs and individual CFUW Club members in good standing. Guests may be invited with the approval of the Board.
95. Participation at CFUW annual or special general meetings may not be by telephonic, electronic or other communication facility unless the meeting is to be held entirely by telephonic, electronic or other communication facility.

Notice of Meeting

96. Notice of an annual general meeting must be sent out to all Clubs ninety (90) calendar days prior to the meeting and shall include all matters proposed to be discussed.
97. Notice of a special general meeting must be sent out to all Clubs sixty (60) calendar days prior to the meeting and shall state the business to be transacted.

Person to Chair the Meeting

98. The President or her designate shall chair the meeting.

Voting

99. All motions shall be considered ordinary motions unless the Act or these Bylaws otherwise provide.
100. Acceptance of an advocacy Policy requires a special motion.
101. In the event of a tie an ordinary motion is defeated.

Eligible Voters

102. Each Club shall designate one of its individual members in good standing as its voting delegate and shall notify CFUW of the name of its voting delegate, prior to the start of an annual or special general meeting. The voting delegate shall carry the total number of votes for which the Club is eligible.
103. Clubs unable to have a voting delegate at the meeting shall be entitled to vote by proxy. The appointment of a proxy shall be done in writing and recorded by CFUW in advance of the vote. A Club may name any attending Eligible Voter as its proxy, with that person's written permission.
104. In addition to Club delegates, all Regional Directors, Past National Presidents and current board members shall have one vote each. Each of these non-Club delegate voters shall be allowed only one vote regardless of the number of Eligible Voter positions she holds at the time of the annual general meeting. These non-Club delegates may not vote by proxy.
105. All Eligible Voters must register with the Credentials Committee at the annual or special general meeting.
106. In order to vote, Eligible Voters must be present in person or by proxy at the time the vote is called.

Participation by Individual Club Members

107. Individual Club members may attend CFUW annual and special general meetings whether or not they are eligible to vote and may participate in the discussion at the meeting.

N. Provincial and Regional Councils

108. A Provincial or Regional Council may be formed in any province or region at the discretion of the Clubs in that province or region to deal with matters within their own jurisdiction. Such Councils shall act in a way that is consistent with the purposes and policies set out in the CFUW Articles and Bylaws.

O. Dissolution

109. In case of insolvency, CFUW shall be considered lawfully dissolved and shall be wound up by the Board.
110. To dissolve CFUW for any reason other than insolvency a special motion shall be passed at an annual or special general meeting.
111. In the event of the dissolution of CFUW for any reason other than insolvency, CFUW shall distribute all remaining assets after payment of liabilities to any scholarship or bursary

fund(s) held by any Canadian universities or colleges, which are qualified donees under the Income Tax Act.

112. The Board alone, and at its discretion, shall make such distribution.

Schedule 1 – Definitions of Individual Membership
As referred to in Bylaws B Interpretation, Definitions and Bylaw C, Items 7 and 11.

1. A woman is eligible for membership in a Club if she supports the purposes of CFUW and has:
 - a. Earned a degree, diploma or equivalent qualification from an institution of higher education; or
 - b. Been accepted for a masters or doctoral program at a recognized tertiary institution; or
 - c. Earned a professional designation or equivalent qualification that currently requires a degree, diploma or equivalent qualification.
2. Pursuant to Bylaw C, Item 8, a woman who does not meet criteria 1(a), 1(b) or 1(c) but supports the purposes of CFUW is also eligible for membership in a Club.
3. A student member is a woman who is a full-time student at an institution of higher education. Student members shall pay 50% of the CFUW per capita dues.
4. A member-at-large is a woman who qualifies for individual membership in a Club but is not a member of an existing Club. She shall be assessed CFUW dues. She shall be a member of the CFUW Member-at-Large Club.
5. A member in good standing may transfer to any other CFUW Club without paying additional national dues for that year.
6. A woman who is a member of more than one CFUW Club shall pay national dues to only one club.
7. A life membership in a Club may be conferred on a Club member who has given outstanding service to her Club. Such membership shall be conferred by the Club based on a recommendation made by the Club's Board and having been approved by a special motion at a Club annual general meeting. A life member shall have voting privileges and may hold office. The Club shall pay CFUW per capita dues on her behalf. A life membership is not transferable to another Club.
8. An honorary membership in CFUW may be conferred on a woman who has made a significant contribution to CFUW or to the development of society in a manner consistent with the purposes of CFUW. Such membership shall be conferred based on a recommendation made by the CFUW Board and approved by a special motion at a CFUW annual general meeting. Unless she is a member of a CFUW Club, she shall not have voting privileges or be able to hold office. She shall not be assessed CFUW dues.

Schedule 2 – Summary of Duties of the CFUW Board
As referred to in Bylaw 27.

Detailed job descriptions are contained in the Administration Policy Book.

1. The President shall provide leadership for CFUW and preside at all meetings of the Board and at all annual and special general meetings. She shall be the administrative head of CFUW and an ex officio member of all committees, except Nominations. She shall be an ex officio, non-voting member of all Provincial and Regional Councils. She shall head all CFUW delegations or designate a representative, except at IFUW Council meetings where the Vice President International or her designate shall represent CFUW.
2. The Vice President of Finance shall serve as Treasurer, Chair of the Standing Committee on Finance and Chair of the CFUW Charitable Trust. As Treasurer she shall:
 - a) Supervise the financial affairs of CFUW
 - b) Ensure that full and accurate accounts are kept of all receipts and disbursements, and that all monies are deposited in the name and to the credit of CFUW.
 - c) Be responsible for CFUW's securities and valuable effects, and direct the investment and reinvestment of any funds of CFUW in Trustee Investments.
 - d) Prepare an annual budget and make recommendations on financial policies.
 - e) Ensure that the public accountant appointed by the Board submits an audit engagement or review engagement report to the Board.
 - f) Present a report of the Financial Committee, including the budget, the report of the public accountant and any substantive change to financial policy to the CFUW annual general meeting for the approval of the Eligible Voters.
3. The Vice President of Membership shall be a resource to the CFUW Board, Clubs and Regional Directors on all membership matters.
4. The Vice President of Communications and Governance shall be a resource to advise the Board on all matters pertaining to:
 - a) Internal and external communications
 - b) Strategic Planning
 - c) Board improvement through recruitment, training and evaluation.
 - d) Governance structures and processes
 - e) CFUW and Board adherence to their legal accountabilities and responsibilities under legislation and internal governance
 - f) Bylaws and administrative policies and processes.
5. The Vice President of Advocacy shall coordinate the advocacy efforts of CFUW and shall chair the Standing Committee on Advocacy.
6. The Vice President International shall chair the Standing Committee on International Relations, represent CFUW on the Council of IFUW as CFUW's Coordinator for International Relations and fulfill all related duties as required by CFUW and IFUW.

7. Each Regional Vice President shall provide leadership for her Provincial or Regional Council and cooperate with her Regional Directors and Clubs in their areas to further the policies and programs of CFUW.
8. At the Board's Annual Formation Meeting, the Board shall elect an Acting President from its current members. The Acting President shall perform all the functions of the President in her absence or her inability to act.