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Prostitutes of Ottawa-Gatineau Work, Educate and Resist Community Network

BYLAWS

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the POWER. POWER declines to have a seal at this time.

GENERAL PROVISIONS

2. Prostitutes of Ottawa-Gatineau Work, Educate and Resist (POWER) is a bilingual, sex positive organization created by and for sex workers that works to further the rights of sex workers as workers and human beings.
3. The goals of the POWER are to address the following:
 - A. Raising awareness of the effect of the criminalization of sex work on sex workers, and working towards the repeal of legislation by the government dealing with criminalization and marginalization of sex workers.
 - B. Organizing sex worker friendly social events and celebration functions.
 - C. Providing access to programs, initiatives and services that promote health, harm reduction to sex workers and facilitate access to these resources.
 - D. Working to address legal and social conditions that place sex workers at a high risk of violence from both aggressors and police.
 - E. Promoting sex workers' access to the same protection of the law from harassment and violence as others, and working to end the demeaning, harassment and prosecution of sex workers by law enforcement officials.
 - F. Providing resources and education to sex workers, social service agencies and the general public through the promotion of rights and health and safety for sex workers.
 - G. Collaborating with other organizations with similar objectives and/or goals.

HEAD OFFICE

4. Until changed in accordance with the Act, the Head Office of POWER shall be in the City of Ottawa, Ontario.

MEMBERSHIP

5. Membership in POWER shall be limited to persons interested in furthering the goals and purposes of POWER. Members must be at least eighteen (18) years of age.
6. There shall be an annual membership fee to be set and determined by the voting membership at the AGM.
7. Only members who have paid their dues shall be entitled to the privileges of membership.
8. A member shall be deemed to have resigned (1) Upon receipt of a signed statement of resignation at the head office; (2) Upon non-payment of dues for two years; or (3) Upon non-participation in general or committee meetings for a one year period.
9. All POWER members have the right to equal treatment without discrimination, including discrimination on the basis of ancestry, place of origin, colour, ethnic origin, citizenship, creed, gender, sexual orientation, gender identity and expression, age, record of offence, marital status, family status, health status or ability and have the responsibility to uphold these same rights of other people.
10. In the event of a demonstrated lack of commitment to the goals of POWER or POWER's conditions of membership, any POWER membership may be revoked by vote of (2/3) (67%) of the Board of Directors at a Board meeting, or of the same proportion of POWER members at an annual meeting.

MEETINGS

11. The Board of Directors shall call regular meetings of the membership at times and places of their determining to conduct and coordinate the business of POWER, with the exception of those functions reserved to the Board of Directors.
12. Meetings shall be open to all current and former sex workers, as well as allies, that support the goals of POWER and agree to respect POWER's ground rules.

ANNUAL GENERAL MEETING

13. The Annual General Meeting of the members shall be held at least once a year at the head office of POWER or at any place in Canada as the Board of Directors may determine and on such day as the directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

14. Thirty (30) days' written notice shall be given to each voting member of the Annual General Meeting, including a proposed agenda and a call for additional agenda items. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the election of the Board of Directors, the financial statement and the report of the auditors shall be presented and ratified, and an auditor appointed for the ensuing year. Any POWER member in good standing may propose additional agenda items for discussion or decision.
15. The final agenda shall be circulated no less than fifteen days before the date of the Annual General Meeting.
16. Notice of Board of Director elections or of any special business on the agenda shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
17. While any member may request the opportunity to address the members at an AGM, no motions from the floor that have not been circulated on the final agenda will be considered.
18. Quorum for the purposes of an Annual General Meeting shall be a minimum of 25% of the total membership.
19. Each voting member present at a meeting shall have the right to exercise one vote. No proxy votes shall be allowed.
20. No error or omission in giving notice of any Annual General Meeting or any adjourned Annual General Meeting shall invalidate such meetings or made void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
21. For the purpose of sending notice to any member for any Annual General Meeting, the Secretary shall use the last recorded postal or e-mail address of the member recorded on the books of POWER.

SPECIAL GENERAL MEETING

22. The Board of Directors may call a Special General Meeting of the members at any time.
23. The Board of Directors shall call a Special General Meeting of members on written request of at least 20% of members in good standing.
24. Any POWER member in good standing has the right to require the Secretary of POWER transmit a request for a Special General Meeting to the membership, including the reason for the request and the proposed business to be transacted, for the purposes of soliciting the support of the members for such a meeting. Any individual member may make such a request a maximum of one time in any calendar year.

25. Special General Meetings of the members shall be held at the head office of POWER or at any place in Canada as the Board of Directors may determine and on such day as the directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
26. Thirty (30) days' written notice shall be given to each voting member of the Special General Meeting, including a proposed agenda and a call for additional agenda items. Any POWER member in good standing may propose additional agenda items for discussion or decision.
27. The final agenda shall be circulated no less than fifteen days before the date of the Special General Meeting.
28. Notice of Board of Director elections or of any special business on the agenda shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
29. While any member may request the opportunity to address the members, no motions from the floor that have not been circulated on the final agenda will be considered.
30. Quorum for the purposes of a Special General Meeting shall be a minimum of 25% of the total membership.
31. Each voting member present at a meeting shall have the right to exercise one vote. No proxy votes shall be allowed.
32. No error or omission in giving notice of any Special General Meeting or any adjourned Special General Meeting shall invalidate such meetings or made void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
33. For the purpose of sending notice to any member for any Special General Meeting, the Secretary shall use the last recorded postal or e-mail address of the member recorded on the books of POWER.

BOARD OF DIRECTORS

34. The property and business of POWER shall be managed by the Board of Directors. Directors shall be members of POWER, elected or appointed in accordance with these bylaws, with power under law to contract.
35. The Board of Directors shall be composed of the following positions: Chair, Vice-Chair, Treasurer, and Secretary, and up to two Directors-at-Large. At all times, there shall be a minimum of three (3) Board of Directors and a maximum of six (6) Board of Directors.

36. While all members in good standing are eligible for election or appointment to the Board of Directors, the Board of Directors shall at all times be comprised of a majority of persons who identify as current or former sex workers. A Board elected at an Annual General Meeting or Special General Meeting may not take office unless and until this requirement is fulfilled.
37. The incorporation applicants for POWER shall become the first directors of POWER whose term of office on the Board of Directors shall continue until their successors are elected. At the first Annual General Meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of POWER.
38. Directors shall be elected for a term of one year by the members at an Annual General Meeting of members, and may stand for election to one or more subsequent terms. Directors elected at a Special General meeting shall serve until the next Annual General Meeting, at which time they may stand for election for a subsequent term.
39. If the number of Board members falls below three, an Annual or Special General Meeting shall be called at the earliest opportunity to fill the vacancies.
40. Individuals considering a position on the Board will be given an opportunity to express their interest to the Board in writing, at least 45 days in advance of the annual general meeting. All candidates will be given the opportunity to address the assembly at the annual general meeting. At this time, candidates are encouraged to identify as current or former sex workers, if applicable
41. POWER members shall be asked to vote yes or no to the election of each candidate to the Board of Directors. Votes shall be held by secret ballot. To be elected to the Board, a candidate must gain more yes than no votes. In the event of more than six (6) candidates gaining more yes than no votes, the candidates with the most yes votes shall be appointed until all 6 Director positions are filled. In the event of a tie, a run-off vote shall be held to allow POWER members to choose between the tied candidates. If less than three candidates are elected on the first ballot, nominations shall be solicited from the floor and a second or subsequent secret ballots held until at least three Directors have been elected.
42. In the event that a majority of Directors elected at an Annual General Meeting or a Special General Meeting do not identify as current or former sex workers, the following steps shall be taken to resolve the issue:
 - a. If less than six Directors have been elected, additional nominations of persons who identify as current or former sex workers shall be solicited from the floor, and a secret ballot held, until the imbalance is rectified.
 - b. If six Directors have been elected and the imbalance still exists, Directors-elect who do not identify as current or former sex workers shall be asked to consider submitting their resignations. If none do so voluntarily, as many Directors as necessary to rectify the imbalance shall be deemed to have tendered

their resignations, beginning with the Director receiving the least number of yes votes. At this time, additional nominations from the floor shall be solicited and a vote held to fill the vacated positions.

43. The office of a Director shall be automatically vacated:
 - a. if a Director has resigned his/her office by delivering a written resignation to the Secretary of POWER;
 - b. if at a Special General Meeting, a resolution is passed by two-thirds (2/3) (67%) of the members at the meeting that he/she be removed from office; or
 - c. on death
 - d. in the event the Director misses 3 meetings of the Board without prior notice provided that if vacancy shall occur for any reason in this paragraph, the Board of Directors by two-thirds vote, may by appointment, fill the vacancy with a member of POWER until the next Annual General Meeting.
44. A retiring Director shall remain in office until the adjournment of the meeting at which his/her retirement is accepted
45. The Board of Directors may appoint such agents and engage such employees as it shall be deemed necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
46. Function of the Board include but are not limited to:
 - a. Making and implementing policy and operational decisions on behalf of POWER, within the scope allowed by the by-laws;
 - b. Ensuring the carrying out of decisions made by the membership;
 - c. Reviewing committee, executive and other reports;
 - d. Reviewing proposed changes to by-laws and makes recommendations to the membership;
 - e. Reviewing the auditor's report and makes recommendations to the membership;
 - f. Presenting annual reports to the general assembly at the Annual General Meeting
 - g. Creating sub committees as required from time to time;
 - h. Hiring office staff to carry out board directives; and
 - i. Overseeing the work of staff members.
47. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by his/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving POWER as an officer or in any other capacity and receiving compensation.
48. Quorum for all Board of Director meetings shall be three Directors.

49. Consensus of the Directors shall decide all Board meeting motions. If in the opinion of the person chairing the Board meeting following a good-faith effort, consensus cannot be reached 2/3 (67%) of the Directors shall decide all Board meeting motions.
50. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given to him/her by mail/email to each Director. Notice by mail shall be sent at least 14 days prior to the meeting.
51. There shall be at least five (5) meeting per year of the Board of Directors.
52. No error or omission in giving notice of any meeting of the Board of Directors of any adjourned meeting of the Board of Directors of POWER shall invalidate such meeting or make void any proceedings taken therat any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had therat. Each Director is authorized to exercise one (1) vote.
53. If all the Directors of the POWER consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting
- 54.
55. A resolution in writing, singed by all Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it has been passed at a meeting of Directors or committee of Directors.
56. POWER members may attend the Board of Director meetings.
57. The Board may choose to go in camera for all or part of any Board meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

58. Every member of the Board of Directors and every officer of POWER and his/her heirs, executors and administrators and assigns respectively shall be indemnified, out of the funds of POWER from against:
 - a) All costs, charges and expenses whatsoever that such a member of the Board of Directors or officers sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office: and

- b) All other costs, charges and expenses that he/her sustains or incurs in or about or in relation to the affairs of POWER except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

STANDING COMMITTEES

59. Standing committees who shall be appointed by the Board of Directors. The standing committees shall exercise such powers as are authorized by the Board of Directors. Any standing committee member may be removed by a majority vote of 2/3 (67%) of the Board of Directors. Standing committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
60. Standing Committees report directly to the Board of Directors.
61. Meetings of the standing committees shall be held at any time and place to be determined by the members of such committees provided that forty-eight (48) hours written notice has been given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Two-thirds (67%) of members of such committees shall constitute a quorum. No error or omission in giving notice of any meeting of the standing committee or any adjourned meeting of the standing committee of POWER shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time wave notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF DIRECTORS

62. The Board of Directors of POWER may administer the affairs of the POWER in all things and make or cause to be made for POWER, in its name, any kind of contract which the POWER may lawfully enter into and, save as hereinafter provided generally may exercise all such powers and do all such other acts and things as the POWER is by its charter or otherwise to exercise and do.
63. The Board of Directors shall have power to authorize expenditures on behalf of POWER from time to time and may delegate by resolution to an officer or officers of POWER the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of POWER in accordance with such terms as the Board of Directors may prescribe.
64. The Board of Directors shall take such steps as they may deem requisite to enable POWER to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of POWER.

OFFICERS

65. The officers of POWER shall be a Chair, Vice-Chair, Secretary and Treasurer.. In the event of a Board of Directors comprised of three individuals, any two offices may be held by the same person.
66. All officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
67. The officers of POWER shall hold office until the Annual General Meeting following the date of appointment or election or resignation. Officers shall be subject to removal by resolution of the Board of Directors at any time.

DUTIES OF OFFICERS

68. The Chair shall be the chief executive officer of POWER. He/she shall preside at all meetings of POWER and of the board of directors. He/she shall have the general and active management of the affairs of POWER. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.
69. The Vice-Chair shall in the absence or disability of the president perform the duties and exercise the powers of the president and shall perform such duties as shall from time to time be requested of him/her by the board of directors.
70. The Treasurer shall have the custody of the funds and securities of POWER and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of POWER in the books belonging to POWER and shall deposit all monies, securities and other valuable effects in the name and to the credit of POWER in such chartered bank or trust company, or, in case of securities, in such registered dealer in securities as may be designed by the Board of Directors from time to time. He/she shall disburse the funds of POWER as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the boards of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of POWER. He/she shall also perform such other duties as may be requested from time to time by the board of directors.
71. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his/her affairs of POWER generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/her shall give or cause to be given notice of all meetings of the members and of the Board of Directors, shall perform such other/her duties as may be prescribed by the Board of Directors or Chair.. He/her shall be custodian, which he/her shall deliver only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

EXECUTION OF DOCUMENTS

72. Contracts, documents or any instruments in writing requiring the signature of the POWER, shall be signed by any two officers, and designated by the Board upon POWER without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the POWER to sign specific contracts, documents and instruments in writing. The Directors may give POWER's power of attorney to registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the POWER. The seal of POWER when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

MINUTES OF BOARD OF DIRECTORS

73. The minutes of the Board of Directors shall be available electronically to the general membership of POWER but shall be available in hard copy to the Board of Directors, each of whom shall receive a copy of such minutes.

VOTING MEMBERS

74. At all meeting of members of POWER, every question except the election of Directors shall be determined by consensus. If consensus cannot be reached 2/3 (67%) of the POWER membership shall decide all meeting questions, unless otherwise specially provided by statute or by these by-laws.

FINANCIAL YEAR

75. Unless otherwise ordered by the Board of Directors, the fiscal year begins April 1st and the fiscal end of POWER shall March 31st.

COMMITTEES

76. The Board of Directors may appoint committees whose members will hold their office at the will of the Board of Directors. The Board shall determine the duties of such committees and may fix any remuneration to be paid.

AMENDMENT OF BY-LAWS

77. The by-laws of POWER not embodied in the letters patent may be repealed or amended by an affirmative vote of at least two-thirds (2/3) (67%) of the members at an Annual or Special General Meeting providing that the repeal or amendments of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

78. The members shall, at each annual meeting, appoint an auditor to audit the accounts of POWER for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

79. The Directors shall see that all necessary books and records of POWER required by the by-laws of POWER or by any applicable statute or law are regularly and properly kept.

POLICIES & PROCUEDURES

80. The Board of Directors may prescribe such policies and procedures not inconsistent with these by-laws relating to the management and operation of POWER they deem expedient, provided that such policies and procedures shall have force and effect only until the next annual meeting of the members of POWER when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETAION

81. In these by-laws and in all other by-law of POWER hereafter passed unless the context otherwise requires, words importing the singular number or the masculine/feminine/trans gender shall include the plural or the feminine/masculine/trans gender, as the case may be, and vice versa, and the references to persons shall include firms and POWER.