

**AMENDED AND RESTATED GENERAL BY-LAWS OF
THE UNIVERSITY WOMEN'S CLUB OF MONTREAL INC. (The Club)
CLUB DES FEMMES UNIVERSITAIRES DE MONTRÉAL INC. (The Club)**

May 20, 2015

BY-LAW 1.0 NAME

The name of this club shall be The University Women's Club of Montreal Inc.

BY-LAW 2.0 OFFICE

The Head Office of the Club shall be in the Judicial District of Montreal in the Province of Quebec, and at such place therein as the directors of the Club may from time to time, by resolution, decide.

BY-LAW 3.0 SEAL

Deleted.

BY-LAW 4.0 PURPOSE

4.1 To assist in developing a sound concept of educational values, life-long learning and in maintaining high standards of public education in Canada.

4.2 To arouse and sustain among its members an intelligent interest in public affairs in the political, social, cultural and scientific fields; to encourage an active participation in such affairs by qualified women; and to provide an opportunity for effectual, concerned and concentrated action.

4.3 To guard and improve the economic, legal and professional status of the women of Canada.

4.4 To participate in the work of the Canadian Federation of University Women (CFUW) and the International Federation of University Women (IFUW) in order to bring about understanding and cooperation among university women, irrespective of race, religion or political opinions.

4.5 To acquire, lease or maintain, for the future as in the past, premises or other conveniences for its members, to the extent to which it may be useful or advisable, in order to provide a meeting place for its members to enable them to carry out more effectively the foregoing objects and purposes.

BY-LAW 5.0 CLASSES OF MEMBERSHIP

There shall be the following classes of membership:

5.1 Charter Membership

The first two hundred and forty (240) members of the Club, whether regular, life, or out-of-town members are and shall be known as the charter members of the Club.

5.2 Regular Membership

Admission to regular membership is open to:

- women who hold a degree (including an honorary degree) from a University or a College which is a member of the Association of Universities and Colleges of Canada, or from an institution which is recognized by the International Federation of University Women.
- women whose cultural, scientific, academic or community service background would, in

the opinion of the Board of Directors, make them desirable members of the Club.

5.3 Life Membership

Life membership may be granted to a regular member or former regular member of the club. Life membership is granted by the Board of Directors by unanimous vote or if petitioned in writing by more than fifty percent (50%) of the regular members of the Club. Life membership may also be granted by resolution at a general meeting of the members. A life membership cannot be granted if the number of life members exceeds either fifteen (15) or ten percent (10%) of the number of regular members. Life membership is given in recognition of long standing or exemplary service to the Club or in recognition of service to the community in keeping with the Club's purposes. A life member shall have all of the entitlements and enjoy all of the privileges of membership. She shall not be liable to pay any Club membership fees but may be assessed her portion of fees paid to the Canadian Federation of University Women or the International Federation of University Women or any other outside organizations to which the Club must pay fees in order to have privileges extended to the Club's members. Such an assessment will be part of the Fee Schedule as set out in By-law 8.0 (eight) of these General By-laws.

5.4 Out-of-Town Membership

Women who are eligible for membership but neither maintain a residence nor personally attend to business on a regular basis within a radius of 100 km of the Head Office may qualify as non-resident members.

5.5 Transient Membership

Women who are eligible for regular membership but whose residence in the City or District of Montreal is, in the opinion of the Board of Directors, not likely to exceed a period of nine (9) months, shall be eligible for one-time transient membership. Transient members shall be entitled to attend all meetings of members, participate in discussions, serve on committees, and, in general, enjoy all the privileges of membership except that they shall not be entitled to vote at meetings of members or to serve on the Board of Directors of the Club or to hold office.

5.6 Deleted

5.7 Honorary Membership

Upon the unanimous vote of the Board of Directors honorary membership may be offered to a woman of distinction. An honorary member shall not hold office or have any voting privileges. An honorary member shall not be liable for any membership fees.

5.8 Student Membership

A student member is a full-time female student at a post-secondary educational institution. Student members are entitled to all the privileges and responsibilities of full members of the UWCM, including membership in the CFUW, which reduces its annual dues by 50 percent for students

BY-LAW 6.0 APPLICATION FOR MEMBERSHIP

6.1 Application for membership shall be made in such form as may be authorized from time to time by the Board of Directors and shall be supported by at least two (2) regular, out-of-town or life members. The completed application form shall be forwarded to the Membership Chair who shall immediately verify the qualifications of the applicant in accordance with CFUW by-laws, give notice of the application to the Board of Directors and, on approval or rejection of the application by the Board, the Membership Chair shall notify the applicant that her application

has been accepted or rejected.

6.2 A member in good standing of a member club of the Canadian Federation of University Women shall be admitted to membership by the Board of Directors upon presentation of a letter from such member club and upon payment of the required fees.

BY-LAW 7.0 VISITORS' PRIVILEGES

Visiting members of IFUW with the approval of the Board of Directors may reside at facilities available to the Club (if any), if accommodation is available, for any time not exceeding two (2) weeks during any one (1) year. These arrangements, however, shall conform to the terms specified in the reciprocal club agreements.

BY-LAW 8.0 MEMBERSHIP FEES

8.1 All Categories

The Fee Schedule (Entrance and Annual Fee) will be set from time to time by the Board of Directors, after a sixty-day (60 days) notice to the members subject to the condition that the Board of Directors shall not increase the entrance or the annual fee of any category of membership by an amount exceeding twenty per cent (20%) per annum from the amount of the Entrance Fee or Annual Fee as previously fixed without calling a Special General Meeting of members for that purpose or at the Annual General Meeting, notice thereof having been given.

8.2 Members of Long Standing

The Board of Directors may, in its entire discretion, and upon taking into consideration the special circumstances of each case, waive the whole or any part of the fee of a member who has been a member in good standing of the Club for not less than twenty (20) consecutive years.

BY-LAW 9.0 PAYMENT OF FEES

9.1 Membership fees (other than transient membership fees) become due on the first (1st) day of January in each year or on such other date as may be determined by the Board of Directors after a sixty-day notice (60 days) to the members.

9.2 A regular member joining the Club for the first time will pay a reduced annual fee, as determined by the Board of Directors, for the current fiscal year.

9.3 Any matters relating to the payment of fees as provided in Sections 9.1 and 9.2 may be dealt with in such other manner as may be determined by the Board of Directors from time to time after a sixty-day notice (60 days) to the members.

9.4 Transient membership fees are payable monthly in advance or as otherwise determined by the Board of Directors.

9.5 In the case of a member who fails to pay any account for fees or any other indebtedness due by her as a member of the Club within two (2) months of their due date, the Board of Directors shall forthwith notify the member so in default, by letter or e-mail stating that the account is overdue and include a copy of this Section 9.5. If the account is not then paid within a further period of fifteen (15) days from the notification, the member shall automatically cease to be a member of the Club.

9.6 A former member who loses her membership as provided in Section 9.5 shall be ineligible for admission as a member of the Club or for admission to the Club as a guest for a period of one (1) year from the date the individual ceased to be a member. In order to be re-considered for membership, the former member must apply to become a member in the manner set out in Section 6.1 and must pay any outstanding indebtedness due by her as a member of the Club.

Any requirements of this paragraph may be waived by the Board of Directors, at its entire discretion, upon taking into consideration the special circumstances of each case.

BY-LAW 10.0 RESIGNATION

A member may resign from the Club at any time by giving notice in writing to that effect to the Membership Chair, or by any other method acceptable to the Board of Directors provided that she is not in arrears in the payment of any account.

BY-LAW 11.0 EXPULSION

The Board of Directors may, by affirmative vote of not fewer than five (5) members of the Board cast at a Special Meeting of the Board duly called for that purpose, suspend or expel any member who is, in its opinion, wilfully infringing the by-laws or regulations of the Club (or the by-laws or the regulations of any organization which has accorded privileges to the members of The University Women's Club of Montreal Inc. by legal arrangement) or is conducting herself in any manner which, in the opinion of the Board, is improper, disorderly or detrimental to the reputation or proper management of the Club or any such organizations. Not less than a ten-day (10) notice of the meeting of the Board at which such suspension or expulsion is to be considered shall be given to the member involved and she shall be entitled, should she so desire, to attend that meeting of the Board and make such representations as she may deem desirable.

BY-LAW 12.0 THE BOARD OF DIRECTORS

12.1 The affairs of the Club shall be managed by a Board of Directors, numbered not less than ten (8), and elected from the regular or life members at an Annual General Meeting. The normal term of office shall be two (2) years.

12.2 Retirement of Directors

At each Annual General Meeting of the Club, the directors whose term of office is expiring shall retire and their places shall be filled from among the regular and life members of the Club. Any director so retiring shall be eligible for re-election for another term provided that consecutive terms do not exceed ten (10) years.

12.3 Vacancies

Any vacancy on the Board of Directors may be filled from the regular and life members by the remaining directors until the next Annual General Meeting of the Club. However, if only four (4) or fewer directors remain, they shall call a Special General Meeting of the members to elect directors to fill the vacancies.

12.4 Vacating an Office

The office of Director shall be automatically vacated: a) by resignation in writing addressed to the President or the Membership Chair of the Club; b) upon cessation of membership in the Club; c) at the discretion of the Board of Directors, expressed by resolution, in the event of failure of a director to attend four (4) consecutive meetings of the Board of Directors without justifiable reason; or d) on proof of fraud, and undisclosed conflict of interest, or any conduct which may be detrimental to the Club by the Board of Directors, expressed by resolution.

12.5 Nominating Committee

12.5.1 Not later than the fifteenth (15th) day of January in each year, the Board of Directors shall appoint three (3) members, regular or life, to act as a Nominating Committee, one of whom shall act as convener. She shall be the immediate Past President, whom failing, her immediate predecessor in office, or some other one of the past Presidents. The Board of Directors shall

advise such convener of the names of the directors whose term of office expires at the coming Annual General Meeting, and the names of other directors, if any, who are retiring at that meeting. The Board of Directors shall request her to convene a meeting of the Nominating Committee for the purpose of preparing a single ticket of nominees and proposed positions. This single ticket of nominees shall be submitted to the Board of Directors at least thirty-one (31) days before the date of the Annual General Meeting. The Board of Directors shall be entitled to suggest suitable names to the Nominating Committee.

12.5.2 Upon receipt of the report of the Nominating Committee, the Board of Directors shall notify the members in writing of the names of the members who will be retiring at the coming Annual General Meeting and the ticket suggested by the Nominating Committee to fill the forthcoming vacancies. Any two (2) or more members entitled to vote at the Annual General Meeting desiring to put other names in nomination shall submit such names to the Chair of the Nominating Committee, accompanied by the written consent of their nominees, not less than fifteen (15) days before the date of the Annual General Meeting, and the Chair of the Nominating Committee shall immediately notify the membership in writing of the receipt of the additional nominations.

12.6 Election of Directors

The election of Directors at the Annual General Meeting shall be by secret ballot when more names are presented than are necessary to fill the vacancies on the Board of Directors. When there is only the required number of nominees, the adoption of the report of the Nominating Committee shall constitute an election. At the first meeting of the Board of Directors following the Annual General Meeting the entire newly elected Board shall be ratified.

12.7 Election of Officers

The directors shall elect from among their number a President and a Vice-President for a term of one (1) year. The directors shall, by resolution, appoint such other officers as they may deem necessary who may, but need not be directors; such officers to include a Treasurer, a Recording Secretary, a Corresponding Secretary and a Membership Chair also for a term of one (1) year. One person may hold more than one office.

12.8 Federation Liaison

One director shall assume the responsibilities of the liaison to the CFUW in addition to other duties she may have. She shall also act as liaison between the Club and the Quebec Provincial Council.

12.9 Powers of the Board of Directors

The Board of Directors shall have full power and authority to administer and manage the affairs of the Club and may from time to time create and appoint such standing and other committees from amongst the directors or the membership at large as it may, in its discretion, deem advisable. It may appoint a director or member to be the convener of any such committee. In addition to the powers and authority expressly conferred upon the Board of Directors, by these General By-laws the Board of Directors may exercise all such powers and do all such lawful acts binding the Club except for any acts required to be exercised or done by the members at general meetings by statute or these General By-laws.

12.10 Rules and Regulations

The Board of Directors may, from time to time, make rules and regulations for the exercise of membership privileges and the use of the Club premises and may amend or repeal such rules and regulations. The rules and regulations so enacted, amended or repealed will come into full force

and effect automatically and be binding on all members fifteen (15) days from notice in writing being given to the members. If a notice has been received within that delay from any member requesting reconsideration of the changes in the rules and regulations, a Special General Meeting of members will be called to consider the proposed enactment, amendment or repeal.

12.11 Standard of Care of Board Members

A Board member shall:

- a) act honestly and in good faith with a view to the best interests of the Club,
- 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, and
- c) maintain an arm's length separation between their private interests and their functions and duties for and on behalf of the Club.

BY-LAW 13.0 DUTIES OF OFFICERS

13.1 President and Vice-President

The President, and in her absence the Vice-President, shall preside at all meetings of the members of the Club and of the Board of Directors and shall exercise a general oversight over the affairs of the Club. The President shall be an *ex-officio* member of all committees. She shall also serve as a member of the Board of Trustees of The University Women's Club of Montreal Public Foundation.

13.2 Recording Secretary

The Recording Secretary shall take the minutes of the meetings of the Board of Directors and of the members, in books provided for that purpose, and present such minutes at the next meeting of the Board of Directors or of members, as the case may be. She shall send out all notices of meetings, both those of the members and those of the Board of Directors. She shall see that all books, reports and other documents and records required by law are properly kept and filed.

13.3 Corresponding Secretary

The Corresponding Secretary shall be responsible for all correspondence relating to the Club as shall be directed by the Board of Directors.

13.4 Membership Chair

The Membership Chair shall keep a correct list of all members and their addresses. She shall receive applications for membership and resignations and shall pass upon the qualifications of the applicants before presentation to the Board of Directors.

13.5 Treasurer

The Treasurer shall have the care and custody of all funds and securities of the Club, and shall deposit the said funds and securities in the name of the Club in such bank as the Board of Directors may direct. At all reasonable times, she shall exhibit the books of the Club to any director upon application and in general perform all duties incidental to the office of the Treasurer.

13.6 Additional Duties

The Board of Directors may assign such additional duties to any of the officers as may be compatible with their other duties.

BY-LAW 14.0 MEETINGS

14.1 Directors' Meetings

14.1.1 Meetings of the Board of Directors may be held in the Club premises or at such place as

the Board may from time to time direct. Meetings of the Board of Directors may be called by the Recording Secretary, upon instructions of the Board or the President.

14.1.2 Notice of meeting shall be delivered, mailed, telephoned, or sent by facsimile or electronic mail to each director not less than forty-eight (48) hours before the meeting is to take place. Meetings of the Board of Directors may be held at any time or place without notice if all the members of the board are present or waive notice of the meeting.

14.1.3 The President, and in her absence the Vice-President, will chair the meetings of the Board of Directors. If both the President and Vice-President are absent or decline to act at a board meeting, the directors present may choose one of their number to act as Chair.

14.1.4 Five (5) directors shall be a quorum for a meeting of the Board of Directors.

14.2 Members' Meetings

14.2.1 Annual General Meeting

The Annual General Meeting of members shall be held within six (6) months of the Club's year-end at a time and place determined by the Board of Directors. Public notice to the members by advertisement shall not be necessary, but a written or printed notice shall be mailed to each member at her last known address, specifying the time and place of such meeting, at least twenty-one (21) days prior to the holding of the meeting.

14.2.2 Special General Meetings

Special General Meetings of the members of the Club may be called at any time by the President or the Vice President, or at the request of the majority of the Board of Directors. Such meetings must be called upon the written request of at least twenty percent (20%) of the members of the Club addressed to the Board of Directors.

Notice of such meeting shall be given to the members in the same manner as herein provided for the Annual General Meeting, save that only seven (7) days' notice is required for a Special General Meeting. The notice must specify the nature of the business to be transacted.

14.2.3 Quorum

A quorum for any Annual General Meeting or Special General Meeting of members shall be fifteen (15) or the number that represents at least fifteen percent (15%) of the membership of the Club, whichever is less. No business shall be transacted at any meeting of members unless the necessary quorum is present at the commencement of the meeting. For an Annual General Meeting, if no quorum is present within thirty (30) minutes of the notified time, the meeting shall stand adjourned to a time and place consented to by those members present. The meeting shall reconvene no sooner than seven (7) days following the adjournment. All business which might validly have been transacted at the original meeting may be transacted at the adjourned meeting whether a quorum is present or not.

14.2.4 Chair

In the absence of the President and the Vice-President at any Annual or Special General Meeting of members the members present shall choose another director as Chair and if no director be present, or if all the directors present decline to take the Chair, then the members present shall choose one of their number to be chair.

14.2.5 Votes

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands. At any meeting, unless a ballot is demanded, a declaration by the Chair that a resolution has been carried, or carried unanimously, or by a particular majority shall be conclusive evidence of the fact. Both on a show of hands and by ballot, the Chair shall be

entitled to one vote but shall not have a second or casting vote.

14.2.6 Adjournment

The Chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling it.

14.2.7 Business at Annual General Meeting

The business to be transacted at the Annual General Meeting shall be:

- i) Presentation by the Treasurer of a balance sheet and a general statement of income and expenditures for the preceding financial period and the auditors' report for the period ending the preceding financial year-end;
- ii) Report of the President;
- iii) The appointment of auditors to hold office until the next Annual General Meeting at a remuneration to be determined by the Board of Directors;
- iv) Confirmation and ratification of actions taken by the Board of Directors since the previous Annual General Meeting;
- v) Election of Directors; and
- vi) Any special business if notice has been duly given.

14.3 Unless inconsistent with these General By-Laws and the provisions of the Quebec Companies Act, Roberts' Rules of Order shall govern procedure at all meetings of members of the Club.

BY-LAW 15.0 NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF MEMBERS

15.1 With respect to every notice sent by post, it shall be sufficient to prove that the notice was properly addressed and put into the post.

15.2 The signature of any notice to be given by the Club may be written or printed or partly written and partly printed.

15.3 When a given number of days' notice is required, the day of posting shall be counted in such number of days, but not the day for which the notice is given.

15.4 In no case shall it be necessary to give any notice required by law or by these General By-laws, by registered letter, but it shall be sufficient in all cases that notices be sent by regular post. In addition, where a member has consented to receiving communications of Club business by alternate means, such as electronic mail or facsimile transmission, notice may be given in this way.

15.5 The accidental omission to give notice to any member or members shall not invalidate any resolution passed at the meeting.

BY-LAW 16.0 CONTRACTS AND AGREEMENTS

All contracts, agreements, deeds, transfers, hypothecations, proxies, powers of attorney and other documents required for the purpose of the Club may be signed in the name and on behalf of the Club by either the President or Vice President, together with a director or the Treasurer or the Recording Secretary. The Board of Directors may establish any other procedures for signing a

specific document or documents in general.

BY-LAW 17.0 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every director or officer of the Club shall be indemnified and saved harmless, out of the funds of the Club, from and against all costs, charges, and expenses which she sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, for or in respect of any act, deed, matter or thing made, done or permitted by her, in or about the execution of the duties of her office, and also from and against 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 fault.

BY-LAW 18.0 COMMITTEE OF PAST PRESIDENTS

There may be a committee of past Presidents of the Club, composed of any interested past Presidents who are members. The committee shall give advice and guidance to the Board of Directors when requested so to do. When it is desired to refer any matter to the committee of Past Presidents, the Board of Directors will so advise the immediate past President, whom failing, her immediate predecessor in office, or some other of the past Presidents, to convene the committee for the matter at hand.

BY-LAW 19.0 FISCAL YEAR

The fiscal year of the Club shall end on the thirty-first (31st) day of December in each year.

BY-LAW 20.0 GENERAL BANKING BY-LAW

20.1 A bank account or accounts shall be kept in the name of the Club in such chartered bank or banks as may from time to time be selected by the Board of Directors. All moneys belonging to the Club shall be paid into such bank or banks and all cheques payable upon the Club's bank account or accounts shall be signed by such directors or officers as may from time to time be authorized by resolution of the Board of Directors.

20.2 All bills of exchange, promissory notes and other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Club by such directors or officers as may from time to time be authorized by resolution of the Board of Directors.

Cheques or other negotiable instruments, paid to the Club's bankers for collection and requiring the endorsement of the Club, may be endorsed on its behalf by such agents or officers as may from time to time be authorized to that effect by resolution of the Board of Directors. Such endorsement may also be by means of a rubber stamp or other device.

20.3 All receipts for moneys paid to the Club shall be signed by the Treasurer or anyone whom she or the President may, by writing under her hand, appoint, and such receipt shall be an effectual discharge for the moneys therein stated to be received.

20.4 Any financial advisors appointed by the Board to manage the securities, assets, and investments shall comply with accepted independence standards.

BY-LAW 21.0 GENERAL BORROWING BY-LAW

WHEREAS the Companies' Act empowers the Board of Directors of the Club to borrow money for the purposes of the Club when authorized by By-Law sanctioned by the members; and

WHEREAS it is necessary and expedient for the purposes of the Club to borrow money on the credit of the Club from time to time; and

WHEREAS neither the charter of the Club nor the statute above mentioned prescribe any limit to the amount which the Club may borrow

THEREFORE BE IT ENACTED as a By-Law of the Club as follows: that the Board of Directors of the Club be authorized and are hereby authorized:

21.1 a) To borrow money upon the Credit of the Club;

b) To issue Debentures or other securities of the Club, and pledge or sell the same for such sums and at such prices as may be deemed expedient;

c) Notwithstanding the provisions of the Civil Code, to hypothecate, mortgage or pledge the moveable or immovable property, present or future, of the Club, to secure any such debentures, or other securities, or give part only of such guarantee for such purposes; and to constitute the hypothec, Mortgage or pledge above mentioned, by trust deed, in accordance with Sections 27 and 28 of the Special Corporate Powers Act (L.R.Q. 1977, c. P-16) and its amendments, or in any other manner;

d) To hypothecate or mortgage the immovable property of the Club, or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt, contract or obligation of the Club.

21.2 The limitations and restrictions contained in the foregoing paragraphs shall not apply to the borrowing of money by the Club on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Club.

21.3 The Board of Directors may from time to time authorize any director or directors, officer or officers, employee of the Club, or other person or persons, whether connected with Club or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Board of Directors of the Club may authorize, and generally to manage, transact and settle the borrowing of money by the Club.

21.4 The Board of Directors may from time to time authorize any director or directors, officer or officers, employee of the Club, or any other person or persons, whether connected with the Club or not, to sign, execute and give on behalf of the Club all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Club.

21.5 And as part of this authority to apply from time to time to any chartered bank or other lender for advances of money by the discount of bills of exchange or promissory notes as aforesaid or upon the credit of the Club and to give securities therefore.

21.6 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Club possessed by its Directors or officers independently of this General Borrowing By-law.

BY-LAW 22.0 INTERPRETATION

In all by-laws of the Club, the singular shall include the plural and the singular; the word 'person' shall include firms and corporations.

BY-LAW 23.0 MAKING, REPEALING OR AMENDING BY-LAWS

In addition to the present General By-laws the Board of Directors may, from time to time, make further by-laws for the regulation and management of the business and affairs of the Club and may likewise from time to time repeal or amend any by-law. Any by-law and every repeal or amendment of a by-law shall come into force only after it has been approved, ratified and confirmed at a Special General Meeting of the members of the Club duly called for that purpose. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

BY-LAW 24.0 DISSOLUTION

In the event of the Dissolution of the Club, which had been approved by a Special Meeting of Members, all its assets remaining after payment of its liabilities shall be distributed as follows:

24.1 Gifts to the Club which have stipulations as to their distribution shall be dealt with in the manner specified by the donors.

24.2 The remaining assets shall be distributed to The University Women's Club of Montreal Public Foundation if still active and in good standing.

24.3 If the Public Foundation is no longer in existence, the distribution of assets shall be made by the Board of Directors with the approval of the general membership to a scholarship or bursary fund held by any one or more of those Canadian universities or colleges in the Judicial District of Montreal which are members in good standing of the Association of Universities and Colleges of Canada.

TABLE OF BY-LAWS AND AMENDMENTS

The following table tracks the history of and substantive amendments to the General By-laws for informational use only as its accuracy cannot be certified

By-law	Section	1927	1977	1978	1983	1986	1992	2004	2009	2011	2013	2015
1.0							E					
2.0	2.0						A					
3.0	3.0	E							D			
4.0												
	4.1	E										
	4.2	E						A				
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	5.2	E						A				
	5.3	E						A				
	5.4	E			A		A					
	5.5	E										
	5.6	E	A					A				
	5.7	E		A				A				
	5.8											E
6.0												
	6.1	E		A			A					
	6.2	E		A			A					
7.0							A	A				
8.0												
	8.1					E		A				
	8.2	E						A				
9.0												
	9.1	E						A		A		
	9.2	E						A	A			
	9.3							E				
	9.4	E						A				
	9.5	E		A				A				
	9.6	E		A				A				
10.0		E						A				

By-law	Section	1927	1977	1978	1983	1986	1992	2004	2009	2011	2013	2015	
11.0		E		A			A						
12.0													
	12.1	E								A			
	12.2	E						A					
	12.3	E					A	A					
	12.4	E											
	12.5.1	E						A					
	12.5.2			A				A					
	12.5.3							A					
	12.6	E						A					
	12.7	E											
	12.8	E											
	12.9	E						A					
	12.10	E		A									
13.0													
	13.1	E					A	A					
	13.2	E											
	13.3	E						A					
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	13.6	E											
14.0													
	14.1.1	E						A					
	14.1.2	E						A					
	14.1.3							E					
	14.1.4	E											
	14.2.1	E					A	A					
	14.2.2	E						A					
	14.2.3	E						A					
	14.2.4	E						A					
	14.2.5	E						A					
	14.2.6	E						A					
	14.2.7	E						A					
	14.3	E						A					
15.0													
	15.1	E											
	15.2	E											
	15.3	E											

By-law	Section	1927	1977	1978	1983	1986	1992	2004	2009	2011	2013	2015	
	15.4	E						A					
	15.5	E											
16.0		E						A					
17.0		E						A					
18.0		E						A					
19.0		E						A					
19.4									A				
20.0													
	20.1	E						A					
	20.2	E											
	20.3	E											
21.0								A					
	21.1	E						A					
	21.2	E											
	21.3	E						A					
	21.4	E						A					
	21.5	E											
	21.6	E						A					
22.0		E						A					
23.0				E		E		A					
24.0							E						
	24.1						E						
	24.2						E						
	24.3						E	A					

LEGEND

“E” means enacted.

“A” means amended.

“D” means deleted

“1977” means amended by By-law No. 26 enacted March 29, 1977 and approved April 18, 1977.

“1978” means amended by By-law No. 27 enacted April 4, 1978 and approved April 25, 1978.

“1983” means amended by By-law 21 enacted October 4, 1983 and ratified November 24, 1983.

“1986” means enacted on February 18, 1986 and ratified on April 24, 1986.

“1992” amended on April 29, 1992.

“2004” amended on May 19, 2004

“2009” amended on May 20, 2009.

“2011” amended on May 18, 2011

“2013” amended on May 15, 2013
“2015” amended on May 20, 2015