

AIDS ACTION NOW!

CONSTITUTION

1. NAME

The name of the organization shall be called AIDS ACTION NOW!

2. OBJECTS

The objects of the organization shall be:

a) To improve the availability of drugs and medical treatments for people living with AIDS or HIV.

b) To improve the standard of medical care for people living with AIDS or HIV in such a way as to meet their health care needs.

c) To undertake such other activities as the organization deems necessary and advisable to improve the quality of life for persons living with AIDS or HIV.

3. ACCOUNTABILITY TO THE GAY AND LESBIAN COMMUNITY

While AIDS ACTION NOW! welcomes as members and is prepared to work with individuals from diverse communities in Toronto, it is primarily accountable to the gay and lesbian community. It shall use its best efforts to make the gay and lesbian community aware of its activities and, where consistent with its objects, respond to the needs and criticisms of the gay and lesbian community (see also articles 5 and 33).

4. ACCESSIBILITY

AIDS ACTION NOW! will make all reasonable efforts to ensure that its meetings and public events are accessible to the physically disabled and the visually and hearing impaired.

5. MEMBERS

Any person may apply to become a member of AIDS ACTION NOW! by submitting a completed volunteer information form to any member of the steering committee, and such person shall become a member of AIDS ACTION NOW! when enrolled on the List of Members in accordance with article 8 below.

6. MEETINGS OF MEMBERS

The steering committee, from time to time, may, by resolution, call a meeting of the members of AIDS ACTION NOW! for any purpose which it deems advisable. The steering committee shall call at least one meeting per year to be called the annual general meeting for the purposes of considering the financial statements of the most recently completed fiscal year, electing members to the steering committee, and reviewing the activities of AIDS ACTION NOW! during the previous year. Meetings of members may also be called without the necessary approval of the steering committee by the expressed wish of 15 or more members of the organization.

7. TIME PLACE OF MEETINGS

Meetings of AIDS ACTION NOW! shall be held at such time and place as the steering committee may appoint.

8. LIST OF MEMBERS

The steering committee shall maintain a List of Members which shall record the name and address of each member. All persons who apply for membership in accordance with article 5 above, and who provide their names and addresses, shall be enrolled on the List of Members. Notwithstanding the foregoing, the steering committee may, by the decision of a majority of its members, declare that any person who so applies shall not be enrolled as a member of AIDS ACTION NOW! Any member may withdraw from the organization by so notifying any member of the steering committee in writing, and at that time the name of such person shall be removed from the List of Members. Any member of AIDS ACTION NOW! may be removed from the membership by the affirmative vote of at least a two thirds majority of those voting in favour of such an action at a general meeting of the members of AIDS ACTION NOW!, and, upon such vote, the name of the member shall be removed from the List of members. No vote shall be called for the removal of a member before said member, by such procedure as the steering committee may approve, be given the opportunity to make a representation to the steering committee and the membership of the organization as to why a vote for the removal of said member should not be called. A vote shall be by show of hands unless a poll or ballot is demanded.

9. NOTICES

Notices for the time and place of holding a meeting of the members of AIDS ACTION NOW! shall be given:

- a) By sending such notice through the mails to each person whose name appears on the List of Members at least fourteen (14) full days before the date of meeting; or,

b) By giving notice of the meeting in at least two newspapers, magazines, journals, radio or television programmes which are widely read, viewed or listened to by the members of the organization.

The notice shall contain the time and place of the meeting and a brief summary of the business proposed to be brought before the meeting.

10. RIGHTS AND DUTIES OF MEMBERS

Each member shall have one vote.

11. VOTING OF MEMBERS

Each member shall at all meetings of members be entitled to one vote. No proxy will be allowed. At all meetings of members every question shall be decided by a majority of the votes of the members present and voting in person. In case of an equality of votes at any general meeting, the chairperson of the meeting shall be entitled to a second or casting vote.

12. STEERING COMMITTEE

The affairs of the organization shall be managed by the steering committee.

13. STEERING COMMITTEE MEMBERS

There shall be up to fifteen (15) members of the organization's steering committee. The chairperson, treasurer, secretary and designated members of the organization's subcommittees shall all be steering committee members. The remainder shall be elected by the members of the organization from among themselves at the annual meeting. All steering committee members shall be elected to hold office until the end of the annual meeting after election, at which time the term of office terminates; or, until a successor shall have been duly elected and qualified. The election may be a show of hand unless a poll or ballot is demanded by any member. The members of the organization may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any steering committee member before the expiration of the committee member's terms of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in the stead of such committee member for the remainder of the term. No vote may be called for the removal of a steering committee member before said member, by a procedure which the steering committee may approve, be given the opportunity to make a representation on his or her own behalf to the general membership as to why such a vote for the removal of said members should not be called. A vote will be by show of hands unless a poll or

ballot is demanded. The office of a steering committee member shall be vacated if the committee member:

- a) Resigns office by notice in writing to the organization; or,
- b) Has been absent, without being excused by resolution of the committee, from three (3) consecutive meetings of the steering committee.

All members of the steering committee must be members of the organization.

14. VACANCIES

Vacancies on the steering committee, however caused, may, so long as a quorum of committee members remain in office, be filled by the committee from among the members of the organization, if it sees fit to do so.

15. QUORUM AND MEETING, STEERING COMMITTEE

Eight (8) committee members shall form a quorum for the transaction of business. No formal notice of any such meeting is necessary if all the committee members are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the committee may be formally called by the chairperson, or any three committee members or the by the secretary on the direction of these members. Notice of such meetings shall be delivered or telephoned to each steering committee member not less than one (1) day before the meeting is to take place. The steering committee may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings no notice need be sent. The steering committee may consider or transact any business, either special or general, at any meeting of the committee.

16. VOTING, STEERING COMMITTEE

Questions arising at any meeting of the committee shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote. In the absence of the chairperson, the duties of the chairperson may be performed by any other committee member as the committee may, from time to time, appoint for the purpose.

17. POWERS OF THE STEERING COMMITTEE

The steering committee shall have full power with respect to all affairs of the organization and no resolution passed or enacted by the committee, or any other action taken by the committee, requires confirmation or ratification by the members of the organization in order to

become valid or to bind the organization. Without limiting the generality of the powers of the committee as set out in this paragraph, the committee shall have the power to pass without any confirmation by the members of the organization all necessary rules and regulations related in any way to the operations of the organization, including, but not limited to, criteria for membership, rules of order for meetings and all other aspects of the operation of the organization.

18. REMUNERATION OF STEERING COMMITTEE MEMBERS

The steering committee members shall receive no remuneration for acting as committee members but shall be entitled to compensation for any expenses approved by the committee incurred by them in conducting the affairs of the organization upon proof of such expenses.

19. INDEMNIFICATION OF STEERING COMMITTEE MEMBERS

All steering committee members shall at all times be indemnified out of the funds of the organization for:

a) All costs that the person incurs in any proceeding that is brought against the person for anything whatsoever, made, done, or permitted by the person in the execution of the duties of the office, and

b) All other costs that the person incurs in or in relation to the affairs of the organization, except costs, in the opinion of a majority of the members of the committee, that a person incurs as a result of his or her own willful neglect.

20. OFFICERS OF THE ORGANIZATION

There shall be a chairperson, a treasurer, a secretary, designated sub-committee members, and such other officers as the steering committee may determine from time to time. No person may hold more than one office except for the office of designated sub-committee member which may be held in conjunction with another office.

21. DUTIES OF THE CHAIRPERSON

The chairperson shall, when present, preside at all meetings of members of the organization and of the steering committee. The chairperson shall be responsible for determining and giving notice of the agenda for said meetings. The chairperson, subject to the authority of the committee, shall have general supervision of the affairs and business of the organization. The chairperson shall perform such other duties as may from time to time be determined by the steering committee. During the absence or inability of the chairperson, the chairperson's duties and powers may be

exercised by such other committee members as the committee may, from time to time, appoint for the purpose.

22. DUTIES OF THE SECRETARY

The secretary shall:

- a) Attend all meetings of the steering committee and record all facts and minutes of all business proceedings in the book kept for the purpose,
- b) Make such records available to committee members upon their request,
- c) Be the custodian of all books, papers, records, contracts and other documents belonging to the organization,
- d) Perform such other duties as may from time to time be determined by the steering committee.

23. DUTIES OF THE TREASURER

The treasurer shall:

- a) Keep full and accurate records of all receipts and disbursements of the organization and shall deposit all moneys or other valuable effects in the name and to the credit of the organization in such bank, banks, trust company or trust companies as may from time to time be designated by the steering committee,
- b) Disburse the funds of the organization under the direction of the steering committee and shall render to the committee at its regular meetings, or whenever required, an account of all transactions as treasurer, and of the financial position of the organization,
- c) Hold the financial property of the organization in trust for the membership of the organization on terms determined by the steering committee,
- d) May execute trust agreements on behalf of the organization,
- e) Perform such other duties as may, from time to time, be determined by the steering committee.

24. EXECUTION OF DOCUMENTS

Cheques and promissory notes on behalf of the organization shall be signed by the treasurer and/or one or two of the other steering committee members appointed by the committee to have signing rights along with the treasurer.

25. TRUSTEE

The treasurer shall hold the property of the organization in trust for the organization. The steering committee may determine the terms of any such trust. In the absence of any specific designation by the committee, the treasurer and the persons appointed by the committee to sign cheques and promissory notes shall hold all property by declaring the trust as follows: "[Name of treasurer and other persons appointed by the committee] in trust for AIDS ACTION NOW!"

26. SUB-COMMITTEES

The steering committee may appoint such sub-committees from the general membership as it, from time to time, considers advisable. The committee shall appoint sub-committees for such areas of concern as, but not limited to, lobbying, media, public action, fundraising, research and development.

27. POWER OF SUB-COMMITTEES

No working group shall have the power to act for or on behalf of the organization or otherwise bind the organization to any course of action. Sub-committees shall only have the power to make recommendations to the steering committee, or to the members of the organization, as the steering committee may, from time to time, direct.

28. DESIGNATED MEMBER OF THE SUB-COMMITTEE

Each sub-committee shall designate, by a process agreed upon by a decision of the majority of its members, one member of the sub-committee to sit on the steering committee.

29. DUTIES OF THE DESIGNATED MEMBER

The designated member shall be responsible for reporting to the steering committee on the affairs of sub-committee. The designated member shall also be responsible for conveying to the members of the sub-committee the decisions, directions and recommendations of the steering committee regarding the activities of the sub-committee.

30. NOT FOR PROFIT

No member of the organization shall (except for repayment of expenses incurred on behalf of the organization) receive any income of the organization and the activities of the organization shall be carried on without a view to profit.

31. METHOD OF GIVING NOTICE

Any notice to be given in writing to a member of AIDS ACTION NOW! shall be sufficiently given if delivered

personally to the person to whom it is to be given, or, if delivered or mailed by prepaid ordinary mail or sent by any means of recorded communication, such as telegram, or fax machine, to his or her last known address as recorded in the List of Members.

32. WAIVER OF NOTICE

Where notice is required to be given, the giving of such notice may be waived or the time for the giving of such notice may be waived or abridged by the written consent of the person entitled to receive such notice, whether such waiver be given before or after the time prescribed.

33. PUBLICATION OF FINANCIAL STATEMENTS

The financial statements of AIDS ACTION NOW!, upon completion of each fiscal year, shall be published following the annual general meeting of the members of AIDS ACTION NOW! in AIDS Action News and in one other publication deemed to be widely read by the members of the gay and lesbian community.

34. OMISSIONS AND ERRORS

The accidental omission to give notice to any person, or the non-receipt of any notice by any such person, or any error in any such notice not affecting the substance thereof, shall not invalidate such notice or any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

35. DISSOLUTION

On dissolution of the organization, the net assets remaining after payment of all debts shall be dispersed equally amongst other organization in Toronto whose objects are to generally improve the quality of life for people living with AIDS or HIV.

36. AMENDMENT

This constitution may be amended, from time to time, by a resolution which is confirmed by a majority of votes cast at a general meeting of the members called for that purpose. Any such amendment shall not be effective until so confirmed.

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This document was ratified by the members of AIDS ACTION NOW! on April 14, 1989.