



CONSTITUTION AND BY-LAWS

September 30th, 2012

GREEK COMMUNITY OF TORONTO

ΕΛΛΗΝΙΚΗ ΚΟΙΝΟΤΗΤΑ ΤΟΡΟΝΤΟ

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GREEK COMMUNITY OF TORONTO

SUPPLEMENTARY LETTERS PATENT – SEPTEMBER 30, 1992

OBJECTS OF THE CORPORATION

- (a) To preserve and promote the Greek language, and to uphold it through proper instruction thereof;
- (b) To foster and encourage cultural activities directly related to the advancement of the Greek language, the Greek Orthodox faith, and Greek history or any one of them in combination;
- (c) To receive and maintain funds and to apply all or part thereof and the income there from for charitable purposes of an educational nature, including but not limited to:
 - (i) providing scholarships, fellowships, bursaries, prizes and financial assistance to students;
 - (ii) providing direct financial assistance to educational institutions in Canada that are also registered charities under the Income Tax Act; and
 - (iii) establishment of schools and educational programs for the teaching of the Greek language and important aspects of Greek culture for the benefit of the general public;
- (d) To establish, maintain and operate one or more community centers in the City of Toronto, providing workshops, programs, athletics, drama, art, music, handicrafts, hobbies and recreation for the benefit of the public;
- (e) To bring together the adherents of the Greek Orthodox faith to better observe, preserve and perpetuate in their true and authentic form the Greek Orthodox faith and tradition in conformity with the doctrines, canons, rites, administrative rulings, usages and customs of the Greek Orthodox Church (herein called the "Church") as have been formulated in accordance with the Holy Scripture and the Sacred Tradition by the Seven Ecumenical Councils of the One and the Undivided Church of Christ and its Synods and promulgated by the authority of the Ecumenical Patriarchate of Constantinople, in Istanbul, Turkey;
- (f) To supply and render services of a charitable nature to poor and needy persons; and

- (g) To give donations to charitable organizations which are also registered charities under the Income Tax Act (Canada), provided that none of the objects of the Corporation may be exercised contrary to the statutes or common law governing charities.

SPECIAL PROVISIONS

- (a) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:
 - (i) To accumulate from time to time part of the fund or funds of the corporation and income there from subject to any statutes or laws from time to time applicable;
 - (ii) To invest and re-invest the funds of the corporation in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for Trustees, provided such investments are reasonable, prudent, and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
 - (iii) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;
 - (iv) To acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable;
 - (v) To acquire by purchase, lease, devise, gift, or otherwise, real property and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
 - (vi) To employ and pay such assistants, clerks, agents, representatives, priests, religious instructors and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever;
 - (vii) To print, publish, sell and distribute literature; and
 - (viii) To co-operate with other organizations, whether incorporated or not, which have objects similar in whole or in part to the objects of the Corporation;

- (b) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects;
- (c) The Corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act;
- (d) 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 directors may be paid reasonable expenses incurred by them in the performance of their duties;
- (e) The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.
- (f) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada; and
- (g) If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an Order under subsection 317(1) of the Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.

GREEK COMMUNITY OF TORONTO

BY-LAW No. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE GREEK COMMUNITY OF TORONTO

SECTION ONE - INTERPRETATION

YEAR OF ESTABLISHMENT

1.01 The Greek Community of Toronto was established in the year 1909.

CHURCHES AND CULTURAL CENTRES

1.02 (a) The Corporation shall continue as a unified Greek community and will establish, maintain and operate Greek Orthodox churches, schools and community centers and any necessary annexed thereto within that community. The Corporation will continue to maintain and operate the Churches which now make up that community namely, St. John Greek Orthodox Church, former City of Scarborough, The Annunciation of the Virgin Mary Greek Orthodox Cathedral, City of Toronto, St. Demetrios Greek Orthodox Church, former Borough of East York, and St. Irene's Greek Orthodox Church, City of Toronto.

(b) The Corporation shall maintain and operate the Polymenakion Hellenic Cultural Centre which is located at 30 Thorncliffe Park Drive in the former Borough of East York and the Alexander the Great Youth Centre located at 1385 Warden Avenue in the former City of Scarborough through committees appointed by resolution of The Council provided that a majority of the members of such committee shall be members of The Community.

DEFINITIONS

1.03 In the By-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Corporations Act* (Ontario), or any statute that may be substituted therefore, as from time to time amended.

SECTION TWO – AFFAIRS OF THE CORPORATION

HEAD OFFICE

2.01 The Head Office of the Corporation shall be in the City of Toronto.

CORPORATE SEAL

2.02 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

FINANCIAL YEAR

2.03 The financial year of the Corporation shall terminate on the 31st day of August in each year or on such other date as the Board may from time to time by resolution determine.

EXECUTION OF INSTRUMENTS

2.04 Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President, or Vice-Presidents, together with the Secretary or the Treasurer, and shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation to sign specific contracts, documents or instruments in writing. The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing as aforesaid or by any officer or persons appointed as aforesaid by resolution of the directors.

BORROWING

2.05 Subject to the provisions of this By-law, The Board may from time to time authorize by resolution to:

- (a) borrow money on the credit of the Corporation, or
- (b) charge, mortgage or pledge all or any of the real or personal property of the Corporation including book debts.

SALE OR MORTGAGE OF PROPERTY

- 2.06 No part of the real or leasehold property of the Corporation shall be sold, transferred, pledged, mortgaged or otherwise disposed of save with the consent of a special general meeting of the members duly called for that purpose and pursuant to a resolution of not less than two thirds (2/3) majority of the members present and entitled to vote at such meeting.

AUDITOR

- 2.07 One or more auditors shall be appointed annually by the members in a general meeting. He/she or they shall be supplied with a list of all books kept by the Corporation and with a copy of the balance sheets and abstracts of the affairs thereof. His/her or their remuneration shall be fixed by the members in a general meeting.

AMENDMENT OF BY-LAWS

- 2.08 No repeal, amendment or re-enactment of any of these by-laws shall be effective unless confirmed at a meeting of the members duly called for that purpose and pursuant to a resolution of not less than two-thirds (2/3) majority of the members present and entitled to vote at such meeting.

SECTION THREE - DIRECTORS

NUMBER OF DIRECTORS

- 3.01 (a) The ordinary and day-to-day administration of the Corporation shall be conducted by a Board of twenty-one (21) directors, who shall act as the board of directors of the Corporation (and will be referred to herein as the “Board” or the “Board of Directors”) and the said directors shall do all acts and things as are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done at a general or special meeting of the members. Any increase or decrease in the number of directors shall be approved by special resolution at the Annual General Meeting.

(b) Without restricting the generality of the foregoing, the Board shall:

- (i) manage the risk and liabilities of the Corporation,
 - (ii) develop and implement the strategy mission and vision of the Corporation,
- and

(iii) conduct regular reviews of compensation and auditing reviews of the Corporation

- 3.02 Every director shall be eighteen (18) years or more of age and shall at the time of election be a member of the Corporation.
- 3.03 No member shall be eligible for nomination or election as a director who has not been a member of the Corporation in good standing for one year prior to the date of the election and such member must be of Hellenic Descent or have a spouse of Hellenic descent. All disputes regarding membership shall be resolved by a majority vote of the Board of Directors.

ELECTION OF DIRECTORS

- 3.04 (a) Directors shall be elected for a term of three (3) years by the members by personally cast ballot according to the provisions of the Election By-Law of the Corporation. Retiring directors shall be eligible for re-election to the Board of Directors if they otherwise qualify, subject to a maximum term limit of three (3) consecutive terms, or for an aggregate period of nine (9) consecutive years. Retiring directors shall continue in office until a successor shall have been duly elected or appointed. A retired director who has served for a consecutive period of nine (9) years will once again be eligible to stand for election to the Board following a minimum absence from the Board of three (3) years.

CASUAL VACANCIES IN BOARD OF DIRECTORS

- 3.05 From time to time, in the event of any vacancy however caused or occurred in the Board of Directors, such a vacancy may, so long as there is a quorum of directors then in office be filled by the directors from among the members of the Corporation in good standing if they shall see fit to do so; and any director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

DISQUALIFICATION OF DIRECTORS

- 3.06 The office of a director of the Corporation shall be vacated:
- (a) If he/she becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent.
- (b) If he/she is found to be mentally incompetent.

(c) If he/she shall have absented himself/herself (such absence not being absence with leave or on affairs of the Corporation) from three (3) successive regular meetings of the directors and the directors shall have resolved that his office shall be vacated.

(d) If he/she fails to participate in at least one standing committee established by these By-laws or if he/she has absented himself/herself (such absence not being absence with leave or on affairs of the Corporation) from three (3) consecutive regular meetings of such standing committee or committees of which the director is a member/participant.

(e) If by notice in writing to the Secretary of the Corporation he resigns his office.

(f) If he is removed from office according to Section 3.08 herein.

(g) If he ceases to be a member of the Corporation.

RESIGNATION OF DIRECTORS

3.07 Any director may resign his office as director by filing his written resignation with the Secretary of the Corporation and such resignation shall take effect immediately

REMOVAL OF DIRECTORS

3.08 The members of the Corporation may, by resolution passed by at least two-thirds (2/3) majority of the votes cast at a general or special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by majority of the votes cast at such meeting, elect any person instead for the remainder of his/her term.

REMUNERATION OF DIRECTORS

3.09 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid for such reasonable expenses incurred by him in the performance of his duties, as are approved by The Board.

MEETINGS OF DIRECTORS

3.10 The directors shall meet regularly at least once a month on a day and at such time and place as they may from time to time determine. Special meetings may be held at any time whenever the President or a majority of The Board shall deem it necessary. The minutes of the meeting of the Board of Directors shall be signed by the President and the Secretary.

NOTICE OF DIRECTORS' MEETINGS

- 3.11 Directors shall be contacted not less than two (2) days before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director. At the first meeting of the directors after election, or in the case of a director elected to fill a vacancy on the Board no notice of such meeting shall be necessary to the newly elected director or directors, nor to legally constitute the meeting provided a quorum of directors is present.

QUORUM OF DIRECTORS

- 3.12 A majority (50% +1) in number of the directors shall be present in order to form a quorum of any directors' meeting. No business shall be transacted at any meeting unless a requisite quorum shall be present at the commencement of such business.
- 3.13 Matters arising at any meeting of directors shall be decided by a majority of the votes. The Chairman of the meeting shall not have a right to vote except in the case of equality of votes, in which case the chairman of the meeting shall have the right to cast a vote.

ORDER OF BUSINESS AT DIRECTORS' MEETINGS

- 3.14 The order of business at any meeting of the Board of Directors shall, subject to any alteration made by a majority vote of the directors present at any meeting, be as follows:

Standing Agenda

- (a) Reading the notice calling the meeting and the proof of service thereof.
- (b) Reading the minutes of the last meeting of directors and confirming same
- (c) Receiving reports
- (d) Unfinished business
- (e) New business

SECTION FOUR – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

INDEMNITY TO DIRECTORS AND OFFICERS

- 4.01 Every director or officer of the Corporation or other person who has undertaken or who is about to undertake any liability on behalf of the Corporation and their heirs, executors

and administrators and estate effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or' about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;

(b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

- 4.02 No director or officer for the time being of the. Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense Corporation through the happening to the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for which any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any 18 contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation except such as shall have been submitted to and authorized by the Board of Directors.
- 4.03 The Board of Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the members or any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall have been approved, ratified or confirmed by a resolution passed by a majority of the votes cast at such a meeting (unless any difference or additional requirement is imposed by the Corporations Act or by the Corporation's Letters Patent or any Supplementary Letters Patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified and confirmed by every member of the Corporation.
- 4.04 The Corporation shall purchase and maintain such insurance for the benefit of any person referred in this section as the board may from time to time determine.

CHAIRMAN AT MEETINGS OF DIRECTORS

- 4.05 The President of the Corporation or in his absence a Vice-President shall preside as chairman of every meeting of the directors. If at any meeting neither the President nor the Vice-President is present within fifteen (15) minutes after the time appointed for holding the meeting or if each of them shall indicate that he is not willing to act as chairman the directors may choose any one of the directors by majority vote to be chairman.

SECTION FIVE - OFFICERS

OFFICERS

- 5.01 The Board shall from time to time appoint a President, Secretary, Treasurer, First Vice-President and may appoint one or more vice-presidents (to which title may be added words indicating seniority or function), and such other officers as the board may determine. One person may hold more than one office. The Board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Each officer shall be a director of the Corporation. The positions of President, Secretary and First Vice-President shall be appointed by secret ballot.
- 5.02 No officer shall be paid any remuneration.

PRESIDENT

- 5.03 The President shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify and as are incidental to his/her office. Without restricting the generality of the foregoing, the president shall, when present, preside at all meetings of the directors, and shall sign such contracts, documents or instruments in writing as require his/her signature. A retiring president shall be eligible for re-election he/she otherwise qualifies, subject to a maximum term limit of two (2) consecutive terms, or for an aggregate period of six (6) consecutive years. A retired president who has served for a consecutive period of six (6) years will once again be eligible to stand for election as president following a minimum absence from the office of president of three (3) years.

FIRST VICE PRESIDENT

- 5.04 The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The First Vice-President shall sign such contracts, documents or instruments in writing as require his or their signatures and shall have such other powers and duties as may from time to time be assigned to him or them by The Board.

SECRETARY

- 5.05 The Secretary shall, when present, act as Secretary of all meetings of directors and members shall have charge of the minute books of the Corporation and the documents and registers referred to in Section 300 of the Corporations Act, R.S.O. 1990 c. C.38 as amended. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by The Board or as are incidental to his office. He shall issue or cause to be issued notice of all meetings of the Board of Directors or the membership of the Corporation when directed to do so.

TREASURER

- 5.06 The Treasurer shall, subject to the provisions of any resolution of the Board of Directors, have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep accurate books of account and at all reasonable times exhibit his books and accounts to any director. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incidental to his office.

If the office of the President, First Vice-President, Secretary or Treasurer or one or more shall be or become vacated by reason of death, resignation, disqualification or otherwise, the directors may elect at their sole discretion an officer to fill such vacancy from amongst the members of the Board for the unexpired portion of the term of such vacancy.

SECTION SIX - COMMITTEES

COMMITTEES

6.01 (a) Subject to this section, the directors may from time to time constitute such committees as they deem necessary in order to assist with the carrying on the affairs of the Corporation and shall from time to time prescribe the terms of reference of each such committee. The members of each such committee need not be members of the Board of Directors and members of committees need not be Trustees. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make from time to time. The Board may remove any member of any such committee, save and except that the chairman of each committee, who must be a member of the Board . A majority of the members of each such committee shall constitute a quorum for the transaction of business, and minutes of each meeting of each committee shall be maintained and a copy given to the Secretary.

(b) The directors shall establish and maintain the following Standing Committees of the Board:

(i) Education Committee

(ii) Churches Committee

(a) The Chair of the Churches Committee and all members of the Church Committee must be of the Greek Orthodox faith.

(b) The Chair of the Church Committee must be a member of the current Board of Directors.

(c) The Church Committee is comprised of the Chair of Church Committee, a representative from each Church (Annunciation of the Virgin Mary Cathedral, St. Demetrios, St. Irene and St. Johns), who may or may not be elected as determined by the current Board of Directors.

(iii) Associations Committee

(iv) Youth Committee

(v) Cultural Committee

(vi) Fundraising Committee

(vii) Finance/Audit Committee

(viii) Community Services Committee

(ix) Public Relations / Communications Committee

[c] Committee Composition

(i) The Chair of each Committee must be a member of the current Board of Directors.

(ii) Every reasonable effort shall be made to ensure that members of each respective Committee are current members of the Board of Directors

(iii) The Chair of each respective Committee may appoint individuals to their Committee as they see fit.

SECTION SEVEN - MEMBERS

MEMBERSHIP

7.01 There shall be five classes of members of the Corporation:

(a) Community members

(b) Regular members

(c) Honorary members

(d) Lifetime members

(e) Philhellene & Corporate

For purposes of this By-law No. 1, the term “Member” shall refer to all classes of members of the Corporation with the exception of class (a) or “Community members”.

7.02 A member in good standing of the Corporation shall be any person, eighteen (18) years of age or over, who is of Hellenic descent or who has a spouse of Hellenic descent, and who abides by the regulations and by-laws of the Corporation and fulfills his or her financial obligations, if applicable.

7.03 Community members shall be those persons who have fulfilled the above qualifications and have submitted a completed information sheet. Community members shall

(a) not be required to pay any membership fees to the Corporation;

(b) not have any right to notice of meetings of Members; and

(c) not have the right to vote at any meetings of Members.

- 7.04 Regular members (herein called "members") shall be those persons who have fulfilled the above qualifications and have submitted a completed information sheet together with payment of their membership fees to any office of the Corporation.
- 7.05 Honorary members shall be those persons who are elected as such by the members in recognition of their services to the Greek community at large. Honorary members shall not be entitled to vote at special or general meetings of the members in their capacity as Honorary members.
- 7.06 Lifetime members shall be those persons who have fulfilled the above qualifications and have submitted a completed information sheet together with payment of membership fees totaling a minimum of \$1,000. Lifetime members shall be exempt from the payment of any future membership fees in excess of \$1,000.
- 7.07 Philhellene / Corporate members shall be those individuals or corporations who are supporters of Greek Community and Greek heritage, but who cannot be regular members.

MEMBERSHIP FEES

- 7.08 Annual membership fees shall be such as are set by the Board of Directors.
- 7.09 Members of committees need not be Trustees. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make from time to time. The Board may remove any member of any such committee. . Any member who has not paid his membership fees shall not be entitled to vote at any special or general meeting of the members.
- 7.10 The members may at any special or general meeting exempt any member from the payment of his annual fees for that year if he satisfies them he is financially incapable of paying those fees.

SUSPENSION AND EXPULSION OF MEMBERS

- 7.11 Those members of the Corporation who are shown to have acted contrary to the principles, aims and by-laws of the Corporation may be suspended or expelled by an affirmative vote of two -thirds (2/3) majority of the members at a special meeting of the members duly-called for that purpose. No member shall be suspended or expelled without first having been notified in writing of the charge against him and having been

given an opportunity of being heard by the members at that meeting. All votes on the question of suspension or expulsion shall be by secret ballot.

REGISTER OF MEMBERS

7.12 A register of members indicating their names, addresses and whether they have paid their annual dues shall be kept by the Secretary.

TERMINATION AND RESIGNATION OF MEMBERSHIP

7.13 A membership is not transferable and ceases on a member's death or when he/she resigns or otherwise in accordance with these by-laws. Any member may resign at any time from the Corporation upon notice in writing to the Secretary.

SECTION EIGHT – MEETINGS OF MEMBERS

ANNUAL MEETING OF MEMBERS

8.01 The annual meeting of members shall be held on a date no later than fifteen months from the date of the last annual meeting at such time and place as the directors shall fix. In addition there shall be at least one more general meeting of the membership each year, convened by the directors at a date fixed by the directors.

8.02 At every annual and special meeting of the members of the Corporation there shall be elected, from amongst those persons rightfully present a "Speaker/Chair to preside over and to act as Chairman of the meeting. The Speaker shall conduct the meeting in a proper and orderly fashion following the agenda as proposed by The Board.

ORDER OF BUSINESS AT ALL MEMBERS MEETINGS

8.03 The order of business at all annual meetings shall be as follows:

(a) The President or a person designated by the President shall make the opening remarks.

(b) Election of the Speaker/Chair.

(c) The reading of notice calling the meeting and proof of service thereof.

(d) The taking of a list of members present.

- (e) Reading of minutes of the preceding meeting of members.
- (f) Review by the members of the work of the Board of Directors for the previous year including confirmation of any by-laws or resolutions, which require confirmation and reception of any reports.
- (g) Review of the financial statements for the past year and the budget for the coming year.
- (h) Appointment of auditors.
- (i) The election of the Board of Directors
- (j) New business, including such directions to the directors as by resolution the members adopt.

SPECIAL MEETINGS OF MEMBERS

- 8.04 The Board may if they consider the question of sufficient importance call a special meeting of the members for the purpose of considering that question.
- 8.05 If ten percent (10%) of the members of the Corporation sign a request in writing for a special meeting to consider a special question, the directors shall call a special meeting of members for that purpose. That request shall be left at the Corporation offices addressed to the Secretary. If the directors do not proceed to convene such a meeting within twenty-one (21) days after such request, the requisitioner may convene such a meeting but any meeting so convened shall be held within sixty (60) days from the date of the receipt of such requisition.

PROCEEDINGS OF SPECIAL MEETINGS

- 8.06 The order of business at special meetings shall follow so far as it is applicable to the order of business at annual meetings.

NOTICE OF MEMBERS' MEETINGS

- 8.07 A notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served. at least ten (10) days before the date of the meeting by the office of the Secretary; provided always that a meeting of members may be held for any purpose at any date and time without notice if all the members are present in person at the meeting or if all the absent members shall have signified their consent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or any notice thereof may be waived by any member of the Corporation.

- 8.08 The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members of the Corporation shall not invalidate any resolution passed by or any proceedings taken at any meeting of members.
- 8.09 A certificate or affidavit of the President, 1st Vice-President, the Secretary or the Treasurer or any other officer of the Corporation in office at the time of the making of the certificate or affidavit as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

VOTING OF MEMBERS AT MEETINGS

- 8.10 The presence of one hundred (100) of the members shall be necessary to constitute a quorum at any meeting. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.
- 8.11 No member shall be entitled to vote by proxy at any meeting.
- 8.12 Each member present at the meeting in person and entitled to vote shall have one vote.
- 8.13 Every motion duly submitted shall be decided by a majority of votes given by a show of hands.
- 8.14 At any meeting, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

ADJOURNMENT OF MEETING

- 8.15 The chairman may adjourn a meeting by a majority vote of the members present.

CONDUCT OF MEETINGS

- 8.16 The directors may make by-laws, governing the conduct of all meetings of the directors and of the members, subject to the following:
- (a) Any member desiring to propose a motion or amendment or to discuss any matter under consideration shall rise and address the chairman. The right to speak on any subject shall belong to the member who in the opinion of the chairman first rises to address him. No member shall speak more than once upon any motion or amendment

without the consent of the meeting save for the purpose of replying subsequent to sub-clause (d) hereof.

(b) Any motion or amendment not seconded shall not be discussed and lapse.

(c) Each member shall be entitled to speak in succession either for or against any question and if, at the conclusion of one person's remarks, no member rises to speak, the motion or amendment shall be put to the meeting.

(d) The mover of any motion or amendment shall have the right to reply, and after he has replied, no further discussion shall be allowed.

(e) No member when speaking shall be interrupted unless called to order by the chairman when he shall sit down; the chairman may then permit that member to resume speaking.

(f) When the chairman rises during a debate the member then speaking shall sit down so that the chairman may be heard without interruption.

(g) No motion or amendment shall be considered unless the mover thereof is present when the motion or amendment is voted on.

(h) Any member whose right to vote is challenged shall not vote until he satisfies the chairman that he is entitled to vote.

SECTION NINE – EFFECTIVE DATE

9.01 This By-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Board this _____ day of _____, 2012.

President

Secretary-General

CONFIRMED by the Board this _____ day of _____, 2012.

Secretary-General