

A By-law relating generally to the transaction of the business and affairs of the Ukrainian Canadian Professional and Business Association of Toronto

1. NAME

- 1.1. The name of the association is the “Ukrainian Canadian Professional and Business Association of Toronto” and is hereinafter referred to as the “Association”.

2. OBJECTIVES

- 2.1. The objective of the Association is to foster growth and development of the Ukrainian Canadian professional and business community by:
 - (a) promoting and advancing interests of the Ukrainian Canadian community in Toronto;
 - (b) recognizing the achievements and contributions of Ukrainians in Canada;
 - (c) contributing to Canadian society by promoting good corporate citizenship and principles of volunteerism among its members;
 - (d) upholding and promoting Ukrainian Canadian culture and education;
 - (e) facilitating and promoting relationships with Ukraine; and
 - (f) supporting Ukrainian Canadian student involvement in post-secondary education.
- 2.2. Without restricting the generality of the foregoing, the Association is to operate as a non-profit corporation with objects to receive and maintain funds and-apply from time to time all or part thereof to do all such things as are incidental or conducive to the attainment of its objects.
- 2.3. The Association shall be carried on without the purpose of gain for its members and any profits to the Association shall be used in promoting its objects.

3. HEAD OFFICE

- 3.1. The head office of the Association shall be in the City of Toronto in the Province of Ontario and at the place therein where the affairs of the Association are from time to time carried on.

4. SEAL

- 4.1. The corporate seal of the Association shall be in the form impressed hereon and be kept at the Head Office of the Association. The President shall be the custodian of the official seal of the Association.

5. MEMBERSHIP

- 5.1. Any person who is of good moral character and supports and promotes the objectives of the Association is eligible for membership.
- 5.2. Any person who qualifies for membership must submit an application in the proper form to the Association. The Board of Directors must by resolution approve such application before the person becomes a member of the Association.
- 5.3. Members of the Association who are in good standing are entitled to vote at each meeting of members.
- 5.4. To remain a member in good standing, a member must pay the annual membership fee of the Association. Membership shall be subject to renewal on an annual basis.
- 5.5. The procedure for application for membership and annual membership fees to be paid by each member in each year shall be determined by the Board of Directors.
- 5.6. The Board of Directors shall have the right to revoke a membership upon such grounds, as it deems proper.
- 5.7. Honourary memberships in the Association may be extended to any member of society as a special recognition of outstanding services rendered to the Association or the Ukrainian Canadian Community at large, or in recognition of special circumstances associated with such an individual and the Association. The extension of such membership shall be at the discretion of the Board of Directors. Honourary members shall have no voting rights at meetings of members.

6. MEETINGS OF MEMBERS

- 6.1. Meetings of members of the Association shall be held at such place in the City of Toronto at such time, and on such day as the Board of Directors may, from time to time, determine.

- 6.2. The Association shall hold an annual general meeting every year for the presentation of reports by the members of the Board of Directors, for the appointment of auditors and for any other business. The Association shall hold a bi-annual general meeting every two (2) years for the election of the Board of Directors for the following two-year term. Every second year, the annual general meeting is considered a bi-annual general meeting. Each annual general meeting must be held no more than fifteen (15) months after the previous annual general meeting is held. Each member shall be given at least ten (10) days written or e-mail notice of the time and place of such meeting.
- 6.3. The Board of Directors may call a special general meeting at any time. The Secretary shall provide all members with at least five (5) days written or e-mail notice of the time and place of such meeting. Not less than one-tenth of the members of the Association, on written request to the Board of Directors, may cause to be called a special general meeting for any purpose connected with the affairs of the Association. The Secretary shall provide all members with at least ten (10) days written notice of the time and place of such meeting.
- 6.4. The lesser of twenty-five (25) or one-third (1/3) of all members in good standing shall constitute a quorum for the transaction of business at the annual general meeting. Fifteen (15) members shall constitute a quorum for the transaction of business at special general meetings.
- 6.5. The President or, in his or her absence, a Vice-President shall preside as chair at every meeting of members.
- 6.6. Unless otherwise stated in the by-laws of the Association, every question at all meetings of members shall be decided by the majority of votes duly cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

7. BOARD OF DIRECTORS

- 7.1. The affairs of the Association shall be managed by its Board of Directors, provided that the Board of Directors may appoint from time to time such committees as it deems necessary and prescribe their duties.
- 7.2. There shall be an Executive Committee comprised of the following Officers:
 - (a) President,
 - (b) Immediate Past President or other Past President,
 - (c) Vice-President Operations,

- (d) Vice-President Programmes,
- (e) Secretary, and
- (f) Vice-President Finance.

- 7.3. The Executive Committee shall be responsible for the day to day administration of the affairs of the Association and shall report to the Board of Directors at each regularly scheduled meeting of the Board of Directors as to any matters of significance which have been dealt with by the Executive Committee since the previous meeting of the Board of Directors.
- 7.4. A majority of the members of the Executive Committee shall constitute a quorum, and every question shall be decided by a majority of the votes cast.
- 7.5. Every member in good standing, who is eighteen or more years of age, and is not an undischarged bankrupt, shall be eligible to become a Director of the Association.
- 7.6. The Board of Directors shall be composed of sixteen (16) members. Of these sixteen (16) positions, only fifteen (15) are elected positions. One position is automatically filled by the Immediate Past President or a Past President. The remainder of the positions shall be elected at the bi-annual general meeting of the Association. The number of Directors may be increased or decreased by a resolution passed by the Board of Directors and confirmed by at least two-thirds of the votes cast at a general meeting of the members of the corporation duly called for that purpose.
- 7.7. Positions on the Board of Directors carry a term of two (2) years. However, if an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected. No member shall serve more than four (4) consecutive years in any one position on the Executive Committee. No member shall serve more than eight (8) consecutive years as a member of the Board of Directors.
- 7.8. Directors shall, at the end of their term in office, turn over to their respective successors or to the succeeding Board of Directors all records and materials being the property of the Association.
- 7.9. As long as there is a quorum of Directors, the Board of Directors shall have the power to fill vacancies occurring in the Board of Directors between annual general meetings of the Association.

- 7.10. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; however, a Director may be reimbursed for approved reasonable expenses incurred in the performance of Association duties.
- 7.11. A Directorship on the Board of Directors of the Association shall terminate if:
- (a) the Director submits a written resignation to the Association;
 - (b) the Director becomes of unsound mind or is found to be a mentally incompetent person;
 - (c) the Director becomes bankrupt;
 - (d) the Director is removed by a resolution passed by at least two-thirds of the votes cast at a general meeting of the Association, of which notice specifying the intention to pass such resolution has been given; or
 - (e) the Director is removed by a resolution passed by a majority of the votes cast at a meeting of the Board of Directors if such Director has been unreasonably absent from regular meetings of the Board of Directors without special leave of absence from the Board of Directors or the President

8. ELECTIONS TO THE BOARD OF DIRECTORS

- 8.1. The Board of Directors shall appoint a Nominating Committee of five (5) members prior to the bi-annual general meeting of the Association. Two (2) members of the Nominating Committee shall be the President and Past President and the other three (3) shall be any members in good standing. The member of the Nominating Committee who is President shall serve as chair of such committee.
- 8.2. The Nominating Committee shall seek out suitable candidates for the Board of Directors for the ensuing two-year term and shall present its slate of candidates to the bi-annual general meeting. The Nominating Committee shall specify the candidates for each position on the Executive Committee of Officers in the slate of candidates.
- 8.3. Members attending the bi-annual general meeting have the right to nominate other candidates from those members in attendance at the bi-annual general meeting. Another member in good standing must second each candidate nominated from the floor.

- 8.4. At the bi-annual general meeting two (2) scrutineers may be elected to assist with counting votes for the election of the Board of Directors, if required.
- 8.5. The election of the Board of Directors shall be by show of hands unless the bi-annual general meeting otherwise decides. If there are no nominations from the floor, there will be one vote for the entire slate of candidates. If there are nominations from the floor, there will be an individual vote for each candidate to the Board of Directors, and the fifteen (15) candidates with the greatest number of votes shall constitute the new Board of Directors.

9. MEETINGS OF THE BOARD OF DIRECTORS

- 9.1. Meetings of the Board of Directors shall be held from time to time, at such place, at such time, and on such day as the President or one of the Vice-Presidents may determine. The Secretary shall call meetings when directed or authorised by the President or by a Vice-President Any four (4) members of the Board of Directors, on written request to the President, may cause to be called a meeting of the Board of Directors.
- 9.2. Notice of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding any part of a Sunday and a holiday) before the time when the meeting is to be held. No notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.
- 9.3. The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 9.4. Each newly elected Board of Directors may, without notice, hold its first meeting immediately following the meeting of members at which such Board of Directors was elected, provided a quorum of Directors is present.
- 9.5. Fifty-percent plus one of the Board of Directors present in person shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.
- 9.6. The President or, in his or her absence, a Vice-President shall preside as chair at every meeting of the Board of Directors.

- 9.7. Unless otherwise stated in the by-laws of the Association, every question at all meetings of the Board of Directors shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

10. OFFICERS

- 10.1. The President shall, when present, preside as chair at all meetings of the members and of the Board of Directors and shall be charged with the general supervision of the business and affairs of the Association. The President shall be the custodian of the official seal of the Association.
- 10.2. During the absence or inability of the President, his or her duties may be performed and his or her powers may be exercised by the Vice-President, or if there are more than one, by the Vice-Presidents in order of seniority, as determined by the Board of Directors. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her or the Board of Directors may prescribe.
- 10.3. The Secretary shall give all notices required to be given to members, Directors, auditors and members of committees. The Secretary shall attend all meetings of the Board of Directors and of the members and shall keep accurate minutes of all proceedings at meetings in book~ kept for that purpose. The Secretary shall maintain a record of the names and addresses of all current and past members of the Association. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.
- 10.4. The Vice-President Finance shall keep full and accurate books of account and accounting records in which shall be recorded all receipts and disbursements and other transactions affecting the financial position of the Association. Under the direction of the Board of Directors, the Vice-President Finance shall control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Association. The Vice-President Finance shall render to the Board of Directors at meetings thereof, or whenever required, an account of all recent transactions and of the financial position of the Association, and shall perform such other duties as may from time to time be prescribed.

- 10.5. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors otherwise directs.
- 10.6. From time to time the Board of Directors may vary, add to, or limit the powers and duties of any Officer or Officers.
- 10.7. In case any office becomes vacant at any time, the Board of Directors may fill such vacancy.
- 10.8. Each of the Officers of the Association shall continue to hold office until the election of a successor.

11. BORROWING POWERS

- 11.1. The Board of Directors of the Association may from time to time:
 - (a) borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary;
 - (b) issue bonds, debentures, debenture stock or other like liabilities of the Association whether constituting a charge on the property of the Association or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Board of Directors may determine; and
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other deb or any other obligation or liability of the Association.

12. CONFLICTS OF INTEREST

- 12.1. It shall be the duty of every Director of the Association who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association to declare such interest at a meeting of the Board of Directors. Such Director shall refrain from voting in respect of the contract or proposed contract if and when prohibited by the laws of Ontario.

- 12.2. The declaration of interest shall be made by giving a general notice at the meeting of the Board of Directors at which the question of entering into the contract is first taken into consideration.
- 12.3. If a Director has made a declaration of interest in a contract or proposed contract and has not voted in respect of the contract the Director is not accountable to the Association or any of its members for any profit realized from the contract, and the contract is not voidable by reason only of the Director holding that office or of the fiduciary relationship hereby established.
- 12.4. A Director is not accountable to the Association or any of its members for any profit realized from such contract and the contract is not voidable by reason only of Director's interest in it if it is confirmed by a majority of the votes cast at a general meeting of the members of the Association duly called for that purpose and if the Director's interest in the contract is declared in the notice calling the meeting.

13. LIABILITY AND INDEMNIFICATION

- 13.1. No Director or Officer of the Association shall be liable:
 - (a) for the acts, receipts, neglects or defaults of any other Director or Officer;
 - (b) for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association;
 - (c) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested;
 - (d) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited;
 - (e) for any loss occasioned by any error of judgement or oversight on their part; or
 - (f) for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through his own dishonesty or fraudulent negligence.
- 13.2. Every Director of the Association and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against

- (a) all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

14. BANKING AND FINANCE

- 14.1. Until otherwise decided by the Board of Directors, the financial year of the Association shall end on the 31st day of May in each year.
- 14.2. The Association's financial records shall be audited annually by an independent auditor. Approval of the audited financial statements of the Association shall be the responsibility of those members of the Board of Directors who were officially in office during the financial year to which such audited statements apply and who continued as members of the Board of Directors during the financial year immediately following the audited year in question.
- 14.3. The members of the Association shall appoint auditors at each annual General meeting to hold office until the next annual general meeting and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
- 14.4. No person shall be appointed auditor who is a Director of the Association or who is a partner, employer or employee of any Director of the Association.
- 14.5. The Board of Directors may fill any casual vacancy in the office of auditor.
- 14.6. The Board of Directors shall be authorized to fix the remuneration of the auditor.
- 14.7. The Board of Directors shall present a summary of the Association's financial activities and position to the membership of the Association on an annual basis no later than six (6) months following the close of the financial year to which the summary report applies.

- 14.8. The banking business of the Association or any part thereof, shall be transacted with such bank, trust company, credit union or other firm or entity carrying on a banking business, as the Board of Directors may designate, appoint or authorise from time to time by resolution. All such banking business or any part thereof shall be transacted on the Association's behalf by such one or more Officers and/or other persons as the Board of Directors may designate, direct or authorise from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Association's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Association, the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto, and the authorising of any Officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.
- 14.9. Deeds, transfers, assignments, contracts and obligations on behalf of the Association shall require two (2) signatures and may be signed by the President or a Vice-President and by any other member of the Executive Committee.
- 14.10. Notwithstanding any provision to the contrary in the by-laws of the Association, the Board of Directors may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular deed, transfer, contract or obligation of the Association mayor shall be signed.

15. DISSOLUTION OF THE ASSOCIATION

- 15.1. The Association may be dissolved by a resolution passed by two-thirds of the votes cast at a special general meeting of members duly called for that purpose. All members must be notified by registered mail no less than fifteen (15) days prior to the date of such a meeting.
- 15.2. Upon the dissolution of the Association and after payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the community. Such organizations shall be designated in a resolution passed by at least two-thirds of the votes cast at a meeting of the Board of Directors in office at the time of dissolution.

16. BY-LAWS

- 16.1. This by-law shall come into effect upon confirmation by a vote of at least two-thirds of the votes cast at a general meeting of members of the Association duly called for considering the by-law. Upon such approval, all prior by-laws of the Association shall be repealed. The repeal of such prior by-laws shall not in any way affect the validity of any act done or right privilege, obligation or liability acquired or incurred thereunder prior to such repeal or the validity of any act done or agreement made pursuant thereto prior to such repeal.
- 16.2. The Board of Directors shall have the power to pass or amend by-laws from time to time in order to regulate the administration and operation of the affairs of the Association. By-laws of the Association shall come into effect upon confirmation by a vote of at least two-thirds of the votes cast at a general meeting of members of the Association duly called for considering the by-law.