



Hellenic Canadian Community
of Edmonton & Region

OBJECTS AND BY-LAWS

Amended, April 2013

**10450 116 ST NW
Edmonton Alberta T5K 2S4
Canada**

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Alberta

SOCIETIES ACT

CERTIFICATE

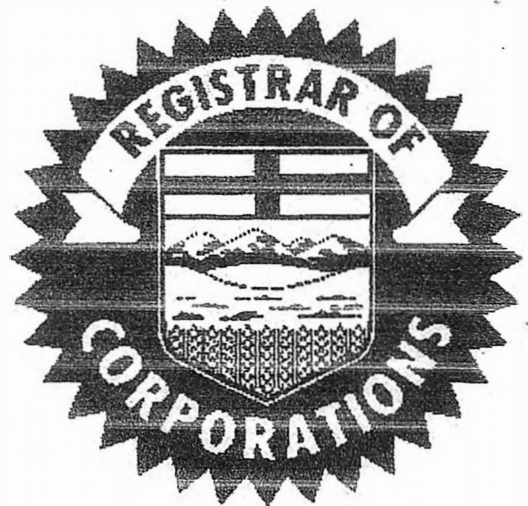
OF

AMENDMENT

HELLENIC-CANADIAN COMMUNITY OF EDMONTON AND REGION

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2013/06/17



THE OBJECTS AND BY-LAWS OF THE HELLENIC-CANADIAN COMMUNITY OF EDMONTON AND REGION

Article I

Section 1. Name

The name of the Society is HELLENIC-CANADIAN COMMUNITY OF EDMONTON AND REGION, hereinafter know as "Society".

Section 2. Objects

- a. To advance the Hellenic Culture and Education as part of the Canadian Heritage for the benefit of the Community as a whole.
- b. To promote better understanding, appreciation and the advancement of the Hellenic arts in Canada to all Canadians, regardless of heritage.
- c. To acquire lands, by purchase or otherwise, erect or provide building or buildings for educational and community purposes. Such buildings will be open to the public and to benefit the Community as a whole.
- d. To carry on such charitable, artistic, educational and cultural functions from time to time but not for the purpose of carrying on a trade or business.
- e. To sell, manage, lease, mortgage, dispose of or otherwise deal with the property of the Society.
- f. To stage fundraising and charitable activities and the profits raised from these events will be donated to various registered charitable Organizations as defined under the Canadian Income Tax Act.
- g. To advance Hellenic Culture and education by housing a Hellenic language school and library, and the said school and library will be open to the public and to benefit the community as a whole.
- h. To operate without the purpose of gain for its members and that any profits of accretions to the Society are to be used in promoting all the Objects above.

The Society may, by Special Resolution of the Society, alter its objects:

- a. to include some object or objects that may conveniently or advantageously be combined with existing objects of the Society, or;
- b. to restrict or abandon an object specified in its application but the Resolution does not take effect until the Registrar of Corporations or a Deputy Registrar of Corporations appointed under Section 253 of the Business Corporation Act has approved and registered it.

Article II. Membership

Section 1. Members

- a. There shall be two classes of members, namely Active and Honorary Members.
- b. Active Members - Anyone, 18 years of age or older, who in the opinion of the Directors, who shall undertake to promote the aims and objects of the Hellenic-Canadian Community of Edmonton and Region is eligible for the active membership in the Society, upon the payment of dues and by abiding by the provisions contained in the By-Laws.
- c. Honorary Members - Anyone, who in the opinion of the Directors, who has made extensive contributions for the perpetuation of Hellenic Heritage; Customs and/or language either in Canada or in Hellas is eligible for honorary membership in the Society. An honorary member is entitled to all the privileges of a member, except the right to vote or to hold office. Honorary members are appointed by the Directors and approved by the general membership. All members must be residents of Canada.

Section 2. Suspension - Expulsion

Any member may be suspended or expelled from membership, for any case which the Society may deem reasonable, upon a two-thirds vote of the active members in good standing, who are present at any legally constituted meeting of the Society.

Section 3. Rights of Members

- a. To be notified in both English and the Hellenic language of all General and Special meetings of the Society
- b. To attend any such meetings and take part in the discussions. Such meetings will be bilingual

- (conducted in both English and the Hellenic language).
- c. To speak and receive replies in the language of his or her choice (English or the Hellenic language).
 - d. To be elected to office as long as he/she meets the required qualifications. Honorary Members are excluded from holding office.
 - e. Each member in good standing shall have one vote at any meeting of the Society; such votes shall be cast in person. Honorary Members are excluded from voting.
 - f. To make use of all facilities, all programs, and all special events at discount prices, if that is the case.
 - g. Members must be willing to contribute volunteer work to the Community

Section 4. Membership Withdrawal

Any member wishing to withdraw from membership may do so by notifying the Board of Directors in writing through the Secretary. Membership fees will not be refunded.

Article III. Annual Dues

Section 1. Setting of Dues

- a. The Annual Dues of the Society shall be recommended by the Board of Directors and approved by two-thirds (2/3) majority vote of the active members at the Annual General Meetings in April or November.
- b. Senior citizens and students shall be required to pay one-half (1/2) the established annual membership dues.
- c. Honorary Members will not be required to pay annual membership dues.

Section 2. Payment of Dues

- a. Dues of the Society are based on a term of one calendar year and shall be payable in advance to the Treasurer of the Community on the first of January of each year.
- b. Dues paid in January are for that calendar year (from January 1st to December 31st)
- c. Any Active Member in arrears at the April/November General Meetings will not be permitted to vote at the meeting.

Section 3. Dues in Arrears

- a. Any member not paying his/her membership dues by the April General Meeting shall have no voice or vote in the Society.
- b. After twelve months have elapsed, if annual dues have not been paid, he/she will be dropped from the membership list automatically and have no privileges.

Article IV. The Seal

The Seal of the Society shall be kept in the custody and control of the Secretary and must be affixed to all official documents, which the President co-signs.

Article V. Meetings

Section 1. Annual General Meetings - April

- a. General Meeting of the Society shall take place on a Sunday in April in a location that will be decided by the Board of Directors.
- b. At this meeting the financial statement for the previous year will be presented.
- c. The nominating committee appointed, and the Board of Elections, elected for the November election.

Section 2. Special Meetings

Special Meetings of the membership may be called by the President or the majority of the Board of Directors or by a letter of demand to the Board of Directors signed by ten percent (10%) of the active members in good standing.

Section 3. Notice of Meetings

Notice of general and Special meetings shall be mailed to each member at hi/her last known address at least twenty-one (21) days prior to the meeting and shall contain the proposed agenda of the meeting. Notices shall be written in both English and the Hellenic language.

Section 4. Quorum

- a. Fifty percent (50%) or 35 active members in good standing, whichever is less shall constitute a quorum at a meeting, except for the passage of Special resolutions (See Article VI below).
- b. If a quorum is not present within one-half hour after the time set for the meeting, the meting shall be adjourned to a date 2 weeks from the date the meeting was called. At this time, the active members present

will form a quorum, to conduct business with the exception of the passage of any Special Resolutions.

Section 5. Remuneration

Unless authorized at a General Meeting and after notice of the same shall have been given in the agenda of the said meeting, no elected official of the society shall receive any remuneration for his/her services.

Article VI. Special Resolutions

- a. Where Special Resolutions are included in the agenda of any Meeting; members shall be mailed notices twenty-one (21) days in advance, stating the Special Resolution to be presented.
- b. The required vote on a Special Resolution shall be of not less than three-fourths of those seventy five (75) members present, in good standing who, if entitled to do so, vote in person.

Article VII. Borrowing Powers

- a. For the purpose of carrying out its objects, the Society may borrow, or raise, or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall be debentures be issued without the sanction of a Special Resolution of the Society.
- b. Special Resolution of the Society is required on acquisition of land, building or buildings, by purchase or otherwise, sale, disposal or encumbrances of the real property of the Society.

Article VIII. Head Office

The head office of the Society shall be located in the City of Edmonton in the Province of Alberta, at the place where the business of the Society may from time to time be carried on.

Article IX. Amending or Altering the By-Laws

- a. The By-Laws of the Society shall not be rescinded, altered or added to except by Special Resolution of the Society.
- b. Any member, in good standing, may propose an action by presenting it in writing to the Board of Directors. A meeting of the Executive and standing

By-Laws Committee will be called to examine the proposal and it will be up to the By-Laws Committee to bring forth the Special Resolution required to make the proposed change(s).

- c. Such a Special Resolution would be included in the agenda of a meeting and would become the first order of business at the meeting.
- d. Although a Hellenic language translation shall be made of the Objects and By-Laws, the English version shall be considered the official version in all matters.

Article X. Board of Directors

Section 1.

- a. The Board means Board of Directors, who shall be elected every two years at the Annual General Meeting of the Society in November.
- b. The number of directors elected shall be eleven (11).
- c. The entire administration, management control and custody of the affairs, property and funds of the society shall be vested with the Board of Directors, subject to the Objects or By-Laws or direction given to it by a majority vote of members at any meeting properly called and constituted.
- d. No person may be elected as a Director unless he or she was and is a member in good standing, the year prior to and the year of the election.
- e. All directors must accept and participate in committees or chairmanships.

Section 2. Dismissal

Directors or officer shall cease to be a Director or officer if:

- a. He or She resigns.
- b. He or She is found to be or becomes of unsound mind.
- c. He or She is removed by Special Resolution of the active members at any general or special meetings.
- d. He or She fails to attend Board Meetings without advice to the Board of a reasonable excuse for non-attendance or in any event if he or she misses three (3) meetings per calendar year. This would result in automatic dismissal.
- e. His or her actions are found to be contrary to the good and welfare of the Society as it is stated in the Objects and By-Laws of the Society.
- f. Decisions for dismissal may be appealed at any legally constituted meeting of the Society by informing the secretary in writing ten (10) days prior to the Said Meeting.

Section 3. Board Vacancy

- a. Upon any vacancy occurring, the Directors shall offer the position to the unsuccessful candidate from the previous election that received the highest number of votes.
- b. If there is no other unsuccessful candidate available then the Board of Directors will appoint up to three (3) Directors for each term of office. Seventy five percent (75%) of those Directors present at a legally constituted meeting are required for approval of the appointments. The above appointments should be approved by the membership at the next General Meeting.
- c. All the Directors must be notified two (2) weeks prior to the appointment by letter.

Section 4. Responsibility

No Director/Officer shall permit himself/herself to come into a conflict of interest with the Society and if any such conflict arises, such a Director/Officer shall resign from the Board of Directors.

Section 5. Indemnity

The Society shall indemnify and save harmless to the extent of the funds held by the Society, every member of the Board of Directors, and every person who has undertaken or who is about to undertake any liability on behalf of the Society from and against all claims, damages, loss, costs, charges and expenses whatsoever, which such member or other person sustains or incurs during the performance or execution of his/her duties, except where such claims, damages, loss, costs, charges and expenses are occasioned by his/her own willful neglect and default.

Section 6. Board Meetings

- a. The Board of Directors shall meet regularly, at least nine (9) times a year, on a day and at such time and place as they determine.
- b. Special meetings of the Board of Directors shall be held at any time the President, or the majority of the Board shall deem it necessary.
- c. Notice of any meeting of the Board of Directors shall be given not less than three days before the meeting is to take place.
- d. This three-day notice may be waived upon agreement by the majority of the Board of Directors.

- e. Any Director can bring forth a motion of non-confidence against any office/board member of the Board of Directors if the duties prescribed in the BYLAWS/OBJECTS or those agreed upon have not been duly performed. A majority of three quarters (3/4) of the present members of the Board of Directors is required before such member is removed from the office.
- f. The quorum necessary for the transaction of business shall be simple majority of the members of the Board of Directors who are present in the city of Edmonton.

Section 7. Committees

- a. The Board of Directors may establish such committees from time to time, as it feels necessary.
- b. All committees must have a chairperson.
- c. All committees are required to keep adequate records of their proceedings, actions and decisions and present the same in writing to the Board.

Article XI. Elections

The elections for the Directors and Auditors of the Society shall be on a Sunday in November every two (2) years.

Section 1. Nominees

- a. All nominees seeking election must be members in good standing for at least a year prior to the year of the election
- b. It shall be understood that any candidate presented to the nomination/election committee or nominated from the floor, has signified his/her willingness to accept the nomination, and if elected, to perform the duties prescribed.
- c. All candidates must be presented at the elections and be prepared to make a short presentation to the membership.

Section 2. Nominating/Election Committees

- a. At the general meeting in April, Nomination/Election Committees of three members in good standing, not more than one of whom shall be from the Board of Directors (if not seeking re-election) be appointed.
- b. The name of any member in good standing may be submitted in writing to the nominating committee, supported by the signatures of two additional members in good standing. The list of nominees will be

presented at the Annual Meeting in November and the Nominating Committee shall see that all names of the nominators and nominees appear in the active membership rolls and are in good standing.

- c. The Chairperson of the Board of Elections will also call for nominations from the floor at the Annual General Meeting in November.

Section 3. Board of Elections

- a. At the General Meeting in April, three (3) persons shall be elected from the membership present, to act as a Board of Elections at the Election Meeting in November.
- b. Nominees to the Board of Elections must be members in good standing who do not seek election to the Board of Directors.
- c. Election shall be by secret ballot and the successful candidates shall select their own Chairperson-(scrutinizer) from among themselves.
- d. The Nomination/Election Committees may be consolidated to be one committee if approved by vote by the membership at the April meeting.

Section 4. Election Procedure

- a. At the November Election Meeting, the Chairperson of the Board of Elections shall call upon the Nominating Committee to present their list of candidates.
- b. The chairperson of the Board of Elections shall then call for nominations from the floor.
- c. The Board of Elections shall see that all nominators and nominees from the floor are members in good standing and further that the nominees have been members for at least one year prior to the year of elections.
- d. Ballots shall be prepared by the Board of Elections with candidate names appearing alphabetically, in English.
- e. The election shall be by secret ballot, deposited personally by a member of The Board of Elections into a sealed box.
- f. The eleven candidates (11) and the three auditors receiving the greater number of votes shall be declared elected for the ensuing term. In case of a tie, the tie is to be broken by a draw.
- g. The statement of Election results, signed by the Board of Elections shall be enforced in the official book of minutes of the Community.
- h. Any ten members in good standing, who are present and voted in the election, questioning the validity of the elections, may within seven (7) days of the election day, protest in writing to the Board of

Elections. The question of validity shall be decided by the Board of Elections together with the Nominating Committee; their decision is final.

Section 5. The Executive Board

- a. Within two weeks of the day of the elections, the newly elected Board of Directors, under the chairpersonship of the past-President of the Society, shall meet to elect the Executive Board, namely the "officers of the Society".
- b. The new Board of Directors shall assume their responsibilities on the first of January, at which time the previous Board shall relinquish all authority to act on behalf of the Society and shall immediately surrender to the succeeding Board of Directors all books, records, lists, minutes, bank statements and records, cheques, deposits, accounts, equipment and properties belonging to the Society.
- c. Shall act for the Board of Directors in the interim between meetings to run the day-to-day business of the Society on matters needing immediate attention. All actions taken shall be reported to the Board of Directors at the next Board meeting, for approval.
- d. The Society shall have the following five (5) officers:
 - i) President
 - ii) First Vice-President
 - iii) Second Vice-President
 - iv) Secretary
 - v) Treasurer
- e. If the Board of Directors finds necessary, it may appoint the officers of Treasurer and Secretary, the above appointment requires three-quarters (3/4) majority vote of those Directors present at a legally constituted meeting. The above two appointed officers have no right to vote at Board meetings.

Article XII. Duties of the Officers and Auditors

Section 1. President

- a. The President shall preside at all meetings of the Board of Directors.
- b. Shall prepare and present the agenda at all meetings.
- c. Enforce the due observance of the Objects and/or By-Laws.
- d. Appoint all committees, unless otherwise instructed by the majority of the Board of Directors, be an ex-officio member of all committees and has the right to change appointees.
- e. Has the power to call meetings of the Executive Board and the Board of Directors.

- f. To encourage discussion, to give the floor to speakers.
- g. Not make or second any motion or take part in any debate while in the chair. He/she shall state the question for the vote, and whenever an equal division occurs, shall cast the deciding vote, except in the election of officers.
- h. Decide on all motion and questions of order and his ruling, pursuant to "Robert's Rules of Order" is Law.
- i. To sign the minutes of the meeting correspondence and documents, as required and sign all cheques jointly with the Treasurer and/or Secretary.

Section 2. First Vice-President

- a. The First Vice-President assists the President in all matters.
- b. Be informed in all matters and business of the Society.
- c. In the absence of the President, presides and performs all the duties of that office and such other duties as the Board of Directors or the Executive prescribes from time to time.

Section 3. Second Vice-President

- a. Shall chair the membership committee.
- b. Be informed in all matters and business of the Society.
- c. In the absence of the President or Vice-President, prescribes and performs all the duties as the Board of Directors or the Executive prescribes.

Section 4. Secretary

- a. Shall attend all meetings of the Society and Board of Directors and keep accurate minutes in English of the same.
- b. If the President and Vice-Presidents are absent, call the meeting to order and preside until one of the members present is chosen as Chairperson for that meeting to perform the duties pertaining to that office.
- c. Keep in his/her care, until ordered otherwise by the Board of Directors, all books, papers, resolutions and other documents pertaining to that office.
- d. Keep a book for the purpose of inserting all amendments or alterations to the Objects and By-Laws.
- e. In the absence of the Secretary, a member of the Board of Directors may be appointed by the Board to carry out his/her duties.

- f. Shall have charge of all correspondence of the Society and under the direction of the President and the Board.
- g. Shall keep copies of all letters sent on behalf of the Society.
- h. Shall be the custodian of the Seal of the Society, which Seal, whenever used, will be authenticated by the signature of the Secretary and President, or in the case of death or inability of either to act, by the First Vice-President.
- i. Shall keep a record of all members of the Society and their addresses and send all notices of the various meetings as required in both the English and the Hellenic language.
- j. Upon the installation of his/her successor, transfer to him/her, all property belonging to the Society.

Section 5. Treasurer

- a. Keep a proper set of books which have been approved by the Board of Directors, that will show clearly and correctly the financial status of the Society.
- b. These books shall be open for the inspection by the Auditors or as directed otherwise by the Board of Directors.
- c. Submit at the April General Meeting a detailed report of the current financial status of the Society.
- d. Keep a record showing clearly the financial standing of each member with regard to dues.
- e. Deposit all monies collected on behalf of the Community in the general account of the Society.
- f. Report at the Annual General Meeting the names of those members who are delinquent in regards to dues.
- g. Be answerable to this Society for all monies received by him/her and shall when so given notice by the Board of Directors or the Auditors render a statement of all monies received by him/her or paid out by him/her on account of this Society.
- h. Deliver to the successor in office all monies, receipts and any other property belonging to this Society.
- i. All bills, refunds, etc. are to be paid by cheque, signed by him/her and the President.
- j. When required by the majority of the Auditors pursuant to an order from the Board of Directors pay all monies in his possession and belongings to this command.

Section 6. Auditors

- a. The Auditors shall audit the accounting books of the Society for the year in which they have been elected, and the following year.
- b. Prepare a report of such an audit for the presentation at the April General Meeting.
- c. Perform a physical verification of all property belonging to the Society and shall submit a detailed inventory report at the Annual general Meeting in November.
- d. On an order by the majority of the Board of Directors whenever they deem it necessary demand and receive all monies from the Treasurer. However, all monies shall be drawn from any person, bank or other financial institution unless by special motion or resolution passed by the majority of the Board of Directors or the membership.

Article XIII. Permanency

- a. This Hellenic-Canadian Community of Edmonton and Region shall not be dissolve unless by Special resolution passed by not less than 90% of those members in good standing, who, if entitled to do so, vote in person. In addition, the Society shall comply with part 17 of the Alberta Business Corporations Act of liquidation and dissolution.
- b. Article XIII shall not be altered, removed, or repealed, unless only by special resolution passed by not less than 90% of those members in good standing who if entitled to do so, vote in person.

Article XIV. Inspection of the Books of the Society

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or any time upon giving reasonable notice and arranging a time satisfactory to the Officers having charge of same.

1. Agenda for General Meeting

- a. Signing of attendance register by all members.
- b. Election of chairperson
- c. Reading of minutes of previous meeting and their adoption.
- d. Reading of Treasurer's Report and its adoption.
- e. Special Resolutions - if any.
- f. Reports of:
President

Auditors report - at the April General Meeting.

Standing Committees - if any.

Special Committees - if any.

- g. Appointment of the Nominating and Election Committee.
- h. Election of three (3) Auditors - November Meeting of the Election Year.
- i. Election of Board of Directors - November Meeting of the Election Year.
- j. Installation of Board of Directors - November Meeting of the Election year.
- k. Unfinished business.
- l. New business.

2. Installation of the Board of Directors

I,...(full name)..., do hereby Solemnly swear to Almighty God to perform the obligations and duties as set forth in the Objects and By-Laws of the "Hellenic-Canadian Community of Edmonton and Region" to the best of my ability. At the close of my official term, I solemnly promise that I shall deliver my successor in office, all books, papers and property of the Society that may be in my possession. To these promises I pledge you my word, fully realizing that to violate this pledge is to stamp me a person unworthy of trust

Past President or (Installing Member)

You have obliged yourself(s) to faithfully and to the best of your ability discharged your obligations and duties and so conduct yourself to be worthy of the trust reposed in you.

As amended by a Special Resolution of the members of the Hellenic-Canadian Community of Edmonton and Region at the General Meetings held on the 11th day of August, A.D. 1985, and the 12th day of January, A.D. 1992, and the 8th day of December, A.D. 2008, and 17th day of June A.D. 2013.

Registration Authorized By: George Georgopolis
President