

## ECCAO CONSTITUTION

Revised Special Provisions, February 25, 2017

### **1. Preamble**

- 1.1. Unless there be something in the subject or context inconsistent therewith, "Society" means Egyptian Canadian Cultural Association of Ottawa.
- 1.2. The governance of the Society shall be conducted through the following bodies:
  - (a) A Board of Directors
  - (b) An Advisory Committee
  - (c) An Election Committee
- 1.3. Where the context requires, words in the singular include the plural, and words in the plural include the singular, and words importing the masculine gender include the feminine and neuter genders.
- 1.4. All applicants for membership to the Society shall be admitted as members of the Society in accordance with the within special provisions; and all applicants who have been admitted as members shall have their names entered in the Register of members.
- 1.5. The fiscal year of the Society shall be the period from January 1 of any year to December 31 of the same year.

### **2. Membership**

- 2.1. For the purpose of registration, the number of members of the Society is unlimited.
- 2.2. Membership in the Society shall not be transferable.
- 2.3. The following shall be admitted to membership in the Society:
  - (a) Any person, eighteen (18) years of age or older, of Egyptian descent, who is a permanent resident in Canada, or his or her spouse, shall be eligible to apply for and be admitted as a REGULAR MEMBER.
  - (b) Any person, eighteen (18) years of age or older, of Egyptian descent and who is a full-time student in Canada, shall be eligible to apply for and be admitted as a STUDENT MEMBER.
  - (c) Any person, eighteen (18) years of age or older, of non-Egyptian descent who is interested in furthering the aims of the Society, shall be eligible to apply for and be admitted as an ASSOCIATE MEMBER.
  - (d) Any person, who has offered distinguished service towards the aims of the Society, may be nominated by the Board of Directors, in consultation with the Advisory Committee, to an HONORARY

MEMBERSHIP. The membership becomes effective after ratification by the general body.

- (e) Persons qualifying for regular membership, their spouses, and their children under 18 years of age having the same permanent address, shall be eligible to apply for and receive FAMILY MEMBERSHIP status. Only the parents in a Family Membership are deemed Regular Members.
  - (f) Any member of the Egyptian Diplomatic Corps shall be eligible to apply for and be admitted as an HONORARY MEMBER, during his/her posting in Canada.
- 2.4. Membership shall be granted by the filing of a written application form provided by the Society, subject to the approval of the Board of Directors, and by payment of dues as stated in the by-laws.
- 2.5. Membership Rejection/withdrawal
- (a) The Board of Directors has the right to reject any application or to withdraw membership from any member who does not conform to the goals and objectives of the Society. Such decisions must be approved by two-thirds (2/3) of the members of the Board of Directors.
  - (b) Decisions related to rejection or withdrawal may be appealed to the Advisory Committee for mediation within thirty (30) days of the Board's decision. After mediation, the final decision rests with the Board of Directors.
- 2.6. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, a member resigns his membership, or if he or she ceases to qualify for membership in accordance with these special provisions.
- 2.7. A member or a new applicant who pays his current fiscal year dues is a member "in good standing"
- 2.8. Failure to pay dues for the current fiscal year will subject the member to the loss of his good standing status. Payment of dues will automatically reinstate the member in his respective class without penalty.
- 2.9. Waiver of any regulations governing membership in the Society shall be by petition to the Board of Directors.

### **3. Board of Directors**

- 3.1. The affairs of the Society shall be managed by a Board of Directors of whom majority shall constitute a quorum. In addition to the powers and authorities by these special provisions or otherwise expressly conferred upon them, they may exercise all such powers of the Society as are not by The Corporations Act or by these special provisions required to be exercised by the members at a general meeting.

- 3.2. The Board of Directors shall consist of a President and a maximum of six (6) Directors, all of whom must be Regular Members in good standing.
- 3.3. The number of Directors may only be increased by a special resolution.
- 3.4. The officers of the Society, chosen from the Board of Directors, shall be President, Vice-President, Secretary, Treasurer, Cultural, Social, and Youth. The Officer selected for the Treasurer position must possess the proper qualifications.
- 3.5. The Directors may, by a by-law authorizing them to, elect from among themselves an Executive Committee consisting of not fewer than three (3), including the President, and to delegate to the Executive Committee any powers of the Board of Directors, subject to the restrictions, if any, contained in this special provision or imposed from time to time by the Directors.
  - (i) The by-law is not effective until it has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of the members duly called for that purpose.
  - (ii) An executive Committee may fix its quorum at not less than a majority of its members.
- 3.6. The Board of Directors has the right to appoint committees, and additional non-elected officers with specifically defined duties, to deal with any issue or subject. Each committee shall include at least one member of the Board of Directors.
- 3.7. The Board of Directors may, in consultation with the Advisory Committee, remove any non-elected officer or committee member at its discretion by a simple majority vote.
- 3.8. The Board of Directors shall consult with the Advisory Committee on matters important to the Society, such as constitutional issues, relationship with other entities, etc.
- 3.9. The Board of Directors shall consult the Advisory Committee before engaging in any activities that may be perceived to be controversial.
- 3.10. The Board of Directors, at its discretion, may approve the formation of local chapters of the Society. Each chapter is to specify the geographical area in which the local chapter is to function.
- 3.11. As a prerequisite for the granting of such chapters, the Board shall approve the chapter's constitution, by-laws, general policy and procedure of the Society.
- 3.12. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
- 3.13. Preparation of the minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

- 3.14. Day to day running expenses may be executed on behalf of the Society by the President or the Vice-President and the Treasurer or otherwise as prescribed by resolution of the Board of Directors.
- 3.15. The President and the Directors shall serve as such without remuneration, and shall not directly or indirectly receive any profit from their position as such; provided that the President or any Director may be paid reasonable expenses incurred by him in the performance of his duties.
- 3.16. An Administrative Officer may be appointed by the Directors and may be paid an annual salary under a by-law passed in accordance with the Corporations Act.
- 3.17. In the event that the President or a Director
  - (1) Resigns his office,
  - (2) Ceases to be a Regular Member in good standing, whereupon his office as Director shall ipso facto be vacated, or
  - (3) Fails to attend three (3) successive Board of Directors meetings without acceptable justificationThe vacancy thereby created may be filled for the unexpired portion of the term by a majority vote of the Board of Directors from among the Regular Members in good standing of the Society.

#### **4. Advisory Committee**

- 4.1. An Advisory Committee of no more than five (5) members shall be established from among Founding Members of the Society and/or past Directors, including past Presidents, who continue to be members in good standing.
- 4.2. New or replacement members of the Advisory Committee shall be nominated by the Board of Directors and ratified at an Annual General Meeting.
- 4.3. Each Advisory Committee candidate must obtain a simple majority of eligible votes at the Annual General Meeting. Members shall appoint a chairman among them.
- 4.4. Membership in the Advisory Committee shall be for a period of three (3) years, renewable at an annual general meeting, unless the member resigns or ceases to be in good standing.
- 4.5. The function of the Advisory Committee is to advise the Board of Directors on matters important to the Society, such as constitutional issues, relationship with other entities, activities that may be perceived to be controversial etc. It may also act as a mediator in cases of conflicts within the Society.
- 4.6. The Advisory Committee shall meet with the Board of Directors at least twice a year to receive a progress report on the Society's activities and financial matters.
- 4.7. The Chairman of the Advisory Committee shall be given access to the electronic mailing list of the Society members.

## **5. Election Committee**

- 5.1. An Election Committee of three members shall be established every year at the Annual General Meeting.
- 5.2. At each Annual General meeting, members shall nominate a candidate for the position of Chair of the Election Committee, who must be a regular member in good standing.
- 5.3. The selection of the Chairman of the Election Committee shall be ratified at the Annual General meeting for the next election
- 5.4. The Chairman of the Election Committee shall appoint to his committee two Regular Members by the date stated in the by-laws.

## **6. Election of the Board of Directors**

- 6.1. Only Regular Members in good standing shall have the right to hold any office
- 6.2. Only Regular Members in good standing shall have the right to vote at any meeting of the Society.
- 6.3. Only Regular Members in good standing for a minimum of 3 (not necessarily consecutive) years are eligible to be nominated for the position of the President
- 6.4. Voting for the members of the Board of Directors and the President shall be by a secret ballot.
- 6.5. Every Regular Member in good standing shall have one vote and no more.
- 6.6. All three members of the Election Committee shall not be eligible for nomination to the office of the Board of Directors for the upcoming election.
- 6.7. If the number of valid nominations for the positions of Directors is equal to or less than seven (7), a vote of confidence shall be made by a secret ballot. A candidate shall be successful if elected by a simple majority.
- 6.8. Following the election of the Directors, Regular Members in good standing shall nominate one or more of the Directors for the position of President of the Society. All nominations shall be seconded and accepted.
- 6.9. The President of the Society shall be elected by a simple majority of the valid ballot. In case of having more than two candidates for the position of the President and none of them obtains the required simple majority on the first ballot, a second ballot shall be required between the top two candidates.
- 6.10. The election of the officers, other than the President, shall be made by the Board of Directors by a simple majority vote.
- 6.11. The President and Directors shall be elected by the Regular Members in good standing at each Annual General Meeting of the Society.

## 7. Meetings

- 7.1. Every member of the Society shall be entitled to attend any meeting of the Society.
- 7.2. A Special General Meeting of the Society shall be called by the Board of Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the Regular Members in good standing of the Society.
- 7.3. The Advisory Committee shall have the authority to call a Special General Meeting.
- 7.4. At the Annual General Meeting of the Society, the following business shall be transacted, viz.:
  - (i) Consideration and adoption of minutes of the last annual general meeting.
  - (ii) Reports of the President and the Directors.
  - (iii) Consideration and adoption of documents tabled, viz., budget, financial statement, and auditor's report.
  - (iv) Election of the Directors and the President.
  - (v) Any other business.
  - (vi) Report of the Election Committee.
  - (vii) The selection of the Chairman of the Election Committee and the auditor for the following year.
- 7.5. No business shall be transacted at any meeting of the Society unless a quorum of no less than twenty per centum (20%) of the Regular Members in good standing is present at the commencement of such a business.
- 7.6. If within one hour from the time appointed for a meeting, a quorum of Regular Members in good standing is not present, the meeting shall be cancelled, and another meeting shall be scheduled after three weeks at which no quorum shall be required, except for constitutional changes where a quorum of twenty per centum (20%) of Regular Members in good standing is required.
- 7.7. Chairmanship of the general meetings of the Society
  - (a) The President of the Society shall be the Chairman at every general meeting of the Society;
  - (b) If there is no President, or if at any meeting, he is not present at the time of holding of the same, the Vice-President shall preside as Chairman.
  - (c) If there is no President or Vice-President or if at any meeting, neither the President nor the Vice-President is present at the holding of the same, the members of the Board present at the meeting shall choose someone of their number to be Chairman.

- (d) If neither the President nor any of the Board members are present, the members present shall choose someone of their number to be Chairman.
  - (e) The election segment of the Annual General Meeting shall be chaired by the Chairman of the Election Committee.
- 7.8. All decisions in a general meeting shall be by simple majority of all valid votes unless otherwise specifically provided by the Corporations Act or by these special provisions.
  - 7.9. The Chairman shall have no vote except in the case of an equality of votes, in which case he shall have a casting vote.
  - 7.10. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
  - 7.11. At any general meeting, unless a poll is demanded by at least three of the attending Regular Members in good standing, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
  - 7.12. If a poll is demanded in manner aforesaid, the same shall be taken, in such manner as the Chairman may prescribe. The result of such poll shall be deemed to be the resolution of the Society in general meeting.
  - 7.13. At the first annual general meeting of the Society and at every succeeding annual general meeting, the President and all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected. The President and all the Directors may be re-elected but may not serve for more than three years consecutively.
  - 7.14. Meetings of the Board of Directors shall be held regularly at least four times a year and may be held as often as is required for the business of the Society.
  - 7.15. Meetings of the Board of Directors shall be called by the President or by any three members of the Board of Directors.
  - 7.16. A meeting of the Directors may be held at the close of every annual or general meeting of the Society without notice. Notice of all other meetings, specifying the place, day and hour of the meeting, shall be given by regular mail or other electronic means. Non-receipt of any notice by any Director shall not invalidate the proceedings at any meeting of the Directors.
  - 7.17. No business shall be transacted at any meeting of the Board of Directors, unless a simple majority of Directors are present at the commencement of such business.

- 7.18. The President, or in his absence, the Vice-President, or, in the absence of both of them, any Director appointed from among those Directors present, shall preside as Chairman at a meeting of the Board.
- 7.19. All decisions shall be made by simple majority of those present. The Chairman shall be entitled to vote as a Director, and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a Director.
- 7.20. General meetings – Directors may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling a meeting.

#### **7.21. Auditor Appointment**

- (i) The members shall at each annual general meeting, appoint one or more auditors to hold office until the next annual general meeting. If such an appointment is not so made, the auditor in office shall continue until a successor is appointed by the Board of Directors.
- (ii) The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting, appoint another auditor in his stead for the remainder of his term.
- (iii) The remuneration of an auditor appointed by the members shall be fixed by the members, or by the directors if they are authorized to do so by members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.
- (iv) No person shall be appointed as auditor of the Society who is a Director, officer or employee of the Society or who is a partner, employer or employee of any such Director, officer or employee.

#### **7.22. Financial Statement**

The Board of Directors shall lay before each Annual General Meeting of members:

- (i) A financial statement for the period that commenced immediately after the end of the last completed financial year and ended not more than six months before such annual meeting, made up of,
  - 1. A statement of profit and loss for such period,
  - 2. A statement of surplus for such period, and
  - 3. A balance sheet as at the end of such period;
- (ii) The report of the auditor to the members, which shall be read at the annual general meeting and shall be open to inspection by any member;



- (iii) Such further information respecting the financial position of the Society as the letters patent, supplementary letters patent or by-laws of the Society require.
- 7.23. Repeal of, and amendment to these special provisions shall require an affirmative vote of no less than two-thirds (2/3) of all Regular Members in good standing attending the general meeting or annual general meeting, with the exception of special provisions 8.5 and 8.6, herein contained, which cannot be changed as long as the Society exists.

## **8. Miscellaneous**

- 8.1. The books and records of the Society shall be open to inspection by the members and creditors of the Society or their agents or legal representatives during normal business hours of the Society. A regular member in good standing may obtain copies of any document provided that he pays for any expenses incurred.
- 8.2. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President, and the Secretary, or otherwise as prescribed by resolution of the Boards of Directors.
- 8.3. The borrowing powers, real estate deeds and any other major financial undertakings of the Society shall only be exercised by special resolution of the members.
- 8.4. The Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objectives.
- 8.5. Any activities within the Society's centre, which might create a threat to law and order, such as gambling, alcohol, etc., are prohibited.
- 8.6. The Society will refrain from getting involved in any political and/or religious matters.
- 8.7. Upon the dissolution of the Society 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.

## **9. By-laws**

- 9.1. New members joining the Society after the first of July will be required to pay one-half (1/2) of the specified dues for that year.
- 9.2. The Chairman of the Election Committee shall appoint to his committee two regular members in good standing at least two months before the date of the Annual General Meeting.
- 9.3. A call for nominations must be issued at least two months before the date of the Annual General meeting.
- 9.4. Nominations may be submitted for the position of Director by Regular Members in good standing to the Election Committee by mid-December,

provided they are duly proposed and seconded and accepted by the nominee and dated. Such nominations shall be forwarded to the Board of Directors no later than the last day of December.

9.5. Notice of General Meetings

- (a) Thirty (30) days notice of the annual general meeting of the Society, specifying the place, date and hour of meeting, and in the case of special business, the nature of business, shall be given to the Regular Members in good standing.
- (b) Fourteen (14) days notice of a special general meeting of the Society, specifying the place, date and hour of the meeting, and in the case of a special business, the nature of such business, shall be given to the Regular Members in good standing.

Notice of the meeting, shall be given in writing by regular or electronic mail. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting.

9.6. The annual general meeting of the Society shall be held in February of each fiscal year of the Society within the National Capital Region. If for any reason this is not possible, the Society should hold its annual general meeting not more than fifteen (15) months after the holding of the last preceding annual general meeting.

9.7. The Society shall file Notice of Change with the Minister within ten days of a change of directors.

9.8. Children of members are credited for their parents' time as Regular Members in good standing.

9.9. Membership dues

- (a) Regular Membership
  - Individual \$25
  - Family \$50
- (b) Student membership \$10
- (c) Associate Membership \$25
- (d) Honorary Membership No fees